PHILLIPS PETROLEUM COMPANY
9780 Mt. Pyramid Ct., Suite 200
Englewood, Colorado 80112

January 22, 2002

Applications for Permit to Drill
Federal #12-29-7 No. 1 and
Federal #31-31-6 No. 1

Via FedEx Overnight

Lisha Cordova
Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Dear Ms. Cordova:

Phillips Petroleum Company (Phillips) respectfully submits, one Application for Permit to Drill for the Federal 12-29-7 No.1 Well located in the SW NW of Sec. 29, T9S, R19E, Uintah County, Utah and one Application for Permit to Drill for the Federal 31-31-6 No. 1 Well located in the NW NE of Sec. 31, T9S, R19E, Uintah County, Utah.

Should you have questions or require additional information, please contact me at (303) 643-3950.

Sincerely,

Cathi Boles

Cathi Boles
HES Clerk

Enc.

RECEIVED
JAN 25 2002
DIVISION OF
OIL, GAS AND MINING

FORM 3160-3
(December 1990)

SUBMIT IN TRIPLICATE*
(Other instructions on reverse side)

Form approved.
Budget Bureau No. 1004-0136
Expires December 31, 1991

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

5. LEASE DESIGNATION AND SERIAL NO.: UTU-76489

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A

1a. TYPE OF WORK: DRILL [X] DEEPEN [ ]

1b. TYPE OF WELL: OIL WELL [ ] GAS WELL [X] OTHER [ ] SINGLE ZONE [X] MULTIPLE ZONE [ ]

7. UNIT AGREEMENT NAME: N/A

8. FARM OR LEASE NAME WELL NO: Federal 31-31-6 #1

2. NAME OF OPERATOR: Phillips Petroleum Company CONFIDENTIAL

9. API WELL NO.:

3. ADDRESS OF OPERATOR: 9780 Mt. Pyramid Court, Suite 200 Phone: 303-643-3950

10. FIELD AND POOL OR WILDCAT: ~~Wildcat~~ Parlette Bench

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*)
At Surface: NW NE 1055' ~~FSL~~ 2334' ~~FWL~~ (FNL FEL) 4427286 N 600597 E
At proposed Prod. Zone: Same

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA: NW NE Sec. 31, T9S, R19E, SLBM

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*: Approx. 27.9 miles southeast of Myton, Utah

12. County: Uintah

13. STATE: UT

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT.(Also to nearest drlg. unit line, if any)	16. NO. OF ACRES IN LEASE	17. NO. OF ACRES ASSIGNED TO THIS WELL
1055' from nearest lease line	1120	40
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT.	**19. PROPOSED DEPTH**	**20. ROTARY OR CABLE TOOLS**
No other wells on lease	12,700'	Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.): 4866.1' GR

22. APPROX. DATE WORK WILL START*: 3rd QTR 2002

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT

Phillips Petroleum Company proposes to drill this well in accordance with the attached exhibits.

The Conditions of Approval are also attached.

RECEIVED
JAN 25 2002
DIVISION OF
OIL, GAS AND MINING

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM : If proposal is to deepen or plug back, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24.
SIGNED Cathi Boles TITLE HES Clerk DATE 22 Jan 02

(This space for Federal or State office use)

PERMIT NO. 43-047-34472 APPROVAL DATE

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY TITLE DATE

***See Instructions On Reverse Side**

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

PHILLIPS PETROLEUM COMPANY
FEDERAL No. 31-31-6 #1
LEASE #UTU-76489
NW/NE SECTION 31, T9S, R19E
UINTAH COUNTY, UTAH

ONSHORE ORDER NO. 1

DRILLING PROGRAM

1. ***GEOLOGIC SURFACE FORMATION:***

Uinta formation of Upper Eocene Age

2. ***ESTIMATED TOPS OF IMPORTANT GEOLOGIC MARKERS:***

Uinta	0' – 1000'
Green River	1000' – 1600'
Wasatch	5000' – 5600'
Mesaverde	8400' – 9000'
Mancos Shale	12,000' – 12,500'

3. ***ESTIMATED DEPTHS OF ANTICIPATED WATER, OIL, GAS OR MINERALS:***

Green River Formation (Oil)	1000' – 1600'
Wasatch/Mesaverde/Mancos (Gas)	5000' – TD

4. ***PROPOSED CASING PROGRAM***

Please refer to the River Bend Field Standard Operation Procedure (SOP).

5. ***MINIMUM SPECIFICATIONS FOR PRESSURE CONTROL:***

Please refer to the River Bend Field SOP. See also **Exhibit "A"**.

6. ***TYPE AND CHARACTERISTICS OF THE PROPOSED CIRCULATION MUDS:***

Please refer to the River Bend Field SOP.

7. ***AUXILIARY SAFETY EQUIPMENT TO BE USED:***

Please refer to the River Bend Field SOP.

8. ***TESTING, LOGGING AND CORING PROGRAMS:***

Please refer to the River Bend Field SOP.

9. ***ANTICIPATED ABNORMAL PRESSURE OR TEMPERATURE:***

Possible abnormal temperatures and/or pressures are anticipated in the lower Mesaverde and Mancos Formations. Please refer to the River Bend Field SOP for presser control measures.

10. ***ANTICIPATED STARTING DATE AND DURATION OF THE OPERATIONS:***

Please refer to the River Bend Field SOP.

PHILLIPS PETROLEUM COMPANY
FEDERAL No. 31-31-6 #1
LEASE # UTU-76489
NW/NE SECTION 31, T9S, R19E
UINTAH COUNTY, UTAH

ONSHORE ORDER NO. 1

SURFACE USE & OPERATIONS PLAN

1. *EXISTING ROADS*

See attached **Topographic Map "A"**

To reach the PHILLIPS PETROLEUM COMPANY (PHILLIPS) well location site known as the FEDERAL No. 31-31-6 #1, located in the NW ¼ of the NE ¼, Section 31, T9S, R19E, Uintah County, Utah:

Proceed southwesterly out of Myton, Utah along Highway 40 - 1.6 miles ± to the junction of this highway and UT State Hwy 53; proceed southerly along Hwy 53 - 17.5 miles ± to its junction with an existing road heading southeast; turn right and proceed southeasterly 4.9 miles ± ; proceed southwesterly 1.8 miles ±; proceed east 0.7 ± to the proposed well access road; proceed ± 7340' along the proposed access road to the proposed well location.

2. *PLANNED ACCESS ROAD*

See **Topographic Map "B"** for the location of the proposed access road.

3. *LOCATION OF EXISTING WELLS*

Refer to **Topographic Map "C"**.

4. *LOCATION OF EXISTING AND/OR PROPOSED FACILITIES*

Please refer to the River Bend Field Standard Operating Procedure (SOP).

5. *LOCATION AND TYPE OF WATER SUPPLY*

Water for drilling will be supplied from the Johnson Water District via Inland Production Company's water source taps, and by a private well provided by Nebeker Trucking.

6. *SOURCE OF CONSTRUCTION MATERIALS*

Please refer to the River Bend Field SOP.

7. *METHODS FOR HANDLING WASTE DISPOSAL*

Please refer to the River Bend Field SOP.

8. *ANCILLARY FACILITIES*

Please refer to the River Bend Field SOP.

9. ***WELL SITE LAYOUT***

The attached Location Layout Diagram describes drill pad cross-sections, cuts and fills, and locations of the mud tanks, reserve pit, pipe racks, trailer parking, spoil dirt stockpile(s), and surface material stockpile(s).

10. ***PLANS FOR RESTORATION OF SURFACE***

Please refer to the River Bend Field SOP.

11. ***SURFACE OWNERSHIP*** - Bureau of Land Management

12. ***OTHER ADDITIONAL INFORMATION***

The Cultural and Paleontological Resource Surveys are attached.

13. ***LESSEE'S OR OPERATORS REPRESENTATIVE AND CERTIFICATION***

Operations Representative

Name:	Janis D. Evans Petroleum Engineer
Address:	Phillips Petroleum Company 9780 Mt. Pyramid Court, Suite 200 Englewood, CO 80112
Telephone:	(303) 643-4364

Right-of-Way Representative

Name:	Deanna J Walker Senior Real Estate Specialist
Address:	Phillips Petroleum Company Insurance, Real Estate & Claims P.O. Box 105 Livermore, CO 80536
Telephone:	(970) 498-9677; Fax: (970) 498-9687

Health, Environmental & Safety Representative

Name:	Steve de Albuquerque
Address:	Phillips Petroleum Company E&P - Americas Division Rocky Mountain Region 9780 Mt. Pyramid Ct., Suite 200 Englewood, CO 80112
Telephone:	(303) 643-3942; Fax: 303-643-4378 Cell (720) 810-3337

Certification

Please be advised that PHILLIPS PETROLEUM COMPANY is considered to be the operator of the Federal No. 31-31-6 #1 well, located in the NW ¼ of the NE ¼, Section 31, Township 9S, Range 19E, Lease #UTU-76489 Uintah County, Utah, and is responsible under the terms and conditions of the lease for the operations conducted upon the leased lands. Bond coverage is provided by General Insurance Co. of America, Policy #888912.

I hereby certify that the proposed drillsite and access route have been inspected, and I am familiar with the conditions which currently exist; that the statements made in this plan are true and correct to the best of my knowledge; and that the work associated with the operations proposed here will be performed by PHILLIPS and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

01-22-02
Date

J. Stephen de Albuquerque
HES Supervisor
Phillips Petroleum Company

PHILLIPS PETROLEUM COMPANY
STANDARD OPERATING PRACTICES

RIVER BEND FIELD
MESAVERDE DEVELOPMENT PROGRAM
Duchesne and Uintah Counties, Utah

ONSHORE ORDER NO. 1

DRILLING PROGRAM

All operations will be conducted in such a manner that full compliance is made with applicable laws, regulations (43CFR3100), Onshore Oil and Gas Orders, Notices to Lessees, and the approved Plan of Operations. As Operator, Phillips Petroleum Company (Phillips) is fully responsible for the actions of its subcontractors. A copy of these Standard Operating Practices as well as any Conditions of Approval (COAs) will be supplied to the field representative to ensure compliance.

BLM Notification Requirements

Location Construction:	48 hours prior to construction of location and access roads including, if applicable, the Ute Tribe Energy and Mineral Department, or private surface owner.
Location Completion:	Prior to moving the drilling rig.
Spud Notice:	At least 24 hours prior to spudding the well.
Casing String & Cementing:	At least 24 hours prior to running casing and cementing all casing strings.
BOP & Related Equipment Tests:	At least 24 hours prior to initiating pressure tests.
First Production Notice:	Within 5 days after new well begins or production resumes after well has been off production for more than 90 days.

Details of the on-site inspection, including date, time, and individuals present, will be submitted with the site specific APD.

1. ***Estimated Tops of Important Geologic Markers:***

Within the area of development, surface locations are in the Uinta Formation. The top of the Green River formation will be encountered between 1000'-1600'. The Wasatch Formation should be encountered between 5000 –5600', whereas the top of the Mesaverde Formation will be encountered between 8400-9000'. Top of Mancos Shale will be 12,000-12,500'. All depths are measured depths.

2. ***Estimated Depths of Anticipated Water, Oil, Gas, or Mineral Formations:***

Gilsonite may be encountered between 0'-3200'.

It is possible that oil & associated gas may be encountered in the Green River Formation, between 3000'-TD. Gas could be encountered throughout the entire Wasatch/Mesaverde/ Mancos section.

Fresh water may be encountered in the Uinta Formation, but would not be expected below about 600'. All water shows and water bearing geologic units shall be reported to the geologic and engineering staff of the Vernal Office prior to running the next string of casing or before plugging orders are requested. All water shows must be reported within one (1) business day after being encountered.

All usable (<10,000 PPM TDS) water and prospectively valuable minerals (as described by BLM at onsite) encountered during drilling will be recorded by depth and adequately protected. This information shall be reported to the Vernal Office.

Detected water flows shall be sampled, analyzed, and reported to the geologic & engineering staff of the Vernal Office. The office may request additional water samples for further analysis. Usage of the State of Utah form *Report of Water Encountered* is acceptable, but not required.

The following information is requested for water shows and samples where applicable:

Location & Sampled Interval	Date Sampled
Flow Rate	Temperature
Hardness	pH
Water Classification (State of Utah)	Dissolved Calcium (Ca) (mg/l)
Dissolved Iron (Fe) (ug/l)	Dissolved Sodium (Na) (mg/l)
Dissolved Magnesium (Mg) (mg/l)	Dissolved Carbonate (CO_3) (mg/l)
Dissolved Bicarbonate ($NaHCO_3$) (mg/l)	Dissolved Chloride (Cl) (mg/l)
Dissolved Sulfate (SO_4) (mg/l)	Dissolved Total Solids (TDS) (mg/l)

3. ***Pressure Control Equipment:*** (See **Exhibit A**)

Phillips Class III (3) 5M minimum specifications for pressure control equipment for a standard Mesa Verde development well are as follows:

A 5000 psi WP hydraulic BOP stack consisting of two ram preventers (double or two singles) and an annular preventer per **Exhibit A.**

Connections - All components on the stack and choke and kill lines shall have either flanged, studded, clamp hub or equivalent proprietary connections except control line outlets and pressure gauges.

Annular Preventer - The annular shall be rated to a minimum 5000 psi WP, if one set of pipe rams is installed, and shall be installed at the top of the stack. If a 3 ram preventer and 2 preventers equipped with pipe rams are used, a 3000 psi WP is acceptable. A valve rated to full annular WP shall be mounted on the closing side using XX heavy fittings.

Rams and Position - The lower cavity shall contain pipe rams (master ram) to fit the upper section of the drill pipe in use. Casing rams are not required. The upper cavity shall contain blind rams for a 2 ram stack. A means shall be available to mechanically lock the rams closed.

BOP Side Outlets - The choke and kill lines outlets shall be a minimum 2 inches nominal and can be either in the BOP body between the rams or in a spool placed between the rams. Two gate valves rated to full BOP WP shall be installed on both outlets. The outside choke line valve shall be hydraulically operated.

Choke and Kill Lines - The lines shall be a minimum 2 inches nominal, made of seamless steel, seamless steel with Chiksan™ joints, or armored fire resistant hose rated to required BOP WP. The choke line shall be as straight as possible, and securely anchored. All turns shall be 90 degrees and "targeted." When hoses are used, they shall have a rated test pressure of at least 1.5 times the required BOP WP.

Secondary Kill Outlet - One outlet located below the lower rams either on the BOP stack or on the wellhead shall be fitted with two valves, a needle valve with adapter and pressure gauge, all rated to wellhead WP or greater. This outlet is not to be used in normal operations.

Closing Methods - At least three means of operating all the preventers shall be provided, consisting of any combination of the following:

a. An air and/or electrically operated hydraulic pump(s) capable of closing one ram preventer in 30 seconds.

b. An accumulator capable of closing all preventers and opening the hydraulic choke line valve, without requiring a recharge.

c. Manual method with closing handles and/or wheels to be located in an unobstructed area, away from the wellhead, or additional equipment per item "a" and item "b" to provide full redundancy to method.

d. Bottled nitrogen or other back-up storage system to equal accumulator capacity, manifolded to by-pass the accumulator and close the BOP directly.

Hydraulic Closing Unit - The closing unit shall be equipped with:

a. A control manifold with a control valve for each preventer and hydraulically operated valve; a regulator for the annular preventer; and interconnected steel piping. Each blowout preventer control valve should be turned to open position during drilling operations.

b. Control lines to BOPs of seamless steel, seamless steel lines with Chiksan joints, or fire resistant steel armored hose.

c. A remote control panel from which each preventer and hydraulic valve can be operated. If the remote panel becomes inoperable, it shall not interfere with the operation of the main closing unit.

Location - For land locations, the hydraulic closing unit shall be located in an unobstructed area outside the substructure at least 50 feet from the wellhead and the remote panel shall be located near the driller's position. For offshore installations, the location of the closing unit and remote panel shall be such that one is located near the driller position and the other is located away from the well area and is accessible from a logical evacuation route.

Choke Manifold - The minimum equipment requirements are shown in **Exhibit A**. The choke manifold shall be located at least 5 feet from the BOP stack, outside the substructure.

Connections - All components of the manifold shall be equipped with flanged, studded, clamped hub or equivalent proprietary connections (gauge connections exempted).

Flow Wings - Three flow wings shall be provided, capable of transmitting well returns through conduits that are a minimum 2 inches nominal. Two wings shall be equipped with chokes and one gate valve upstream of each choke; one gate valve ahead of the discharge manifold; and one valve downstream of each choke; at least one choke shall be adjustable. A gate valve shall be installed directly upstream of the cross if single valves are installed upstream of the chokes. One wing with one gate valve capable of transmitting well returns directly to the discharge manifold. The chokes, the valve(s) controlling the unchoked discharge wing, and all equipment upstream of these items shall be rated to required BOP WP.

Discharge Manifold - A discharge manifold (buffer tank), capable of diverting well returns overboard or to the blowdown/reserve pit; to the mud gas separator; and to the shaker tank is required. Lead-filled bull plugs (or equivalent erosion resistant components) shall be installed in the discharge manifold directly opposite the choked wings.

Pressure Monitoring - A means of monitoring the inlet pressure of the choke manifold shall be provided. The capability to isolate this outlet shall be provided.

Mud Gas Separator - An atmospheric or low pressure separating vessel for handling gas cut returns shall be provided. It shall be equipped with gas vent lines to discharge gas at least 150 feet from the rig in downwind direction. Venting above the crown is an acceptable alternative.

Mud System Monitoring - The rig shall be equipped with stroke counters for each pump; continuous recording pit level indicator and totalizer with audible alarm to monitor volume of all active pits; and a continuous recording mud return indicator with audible alarm. For possible H2S wells, gas detection equipment shall be provided.

Drillstring Control Devices - An upper and lower kelly valve, drillstring safety valve including correct closing handle, and an inside BOP shall be provided. The safety valve and inside BOP shall have connections or crossovers to fit all tubulars with OD to allow adequate clearance for running in the hole. All drillstring valves shall be rated to the required BOP WP.

Auxiliary Equipment - A kelly saver sub with casing protector larger than tool joints at top of drillstring (for kelly equipped rigs); a wear bushing or wear flange to protect the seal area of the wellhead while drilling; and a plug or cup type BOP test tool shall be provided.

The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc., for a 5**M** system, and individual components shall be operable as designed.

Function test of the BOP equipment shall be made daily. All required BOP tests and/or drills shall be recorded in the Driller's report.

Chart recorders will be used for all pressure tests. Test charts, with individual test results identified, shall be maintained on location while drilling and shall be made available to BLM representatives upon request.

If an air compressor is on location and is being utilized to provide air for the drilling medium while drilling, the special drilling requirements in Onshore Oil and Gas Order No. 2 regarding air or gas shall be adhered to. If a mist system is being utilized, the requirement for a deduster shall be waived.

4. ***Proposed Casing and Cementing Program:***

a. Casing Design:

Purpose	Depth	Hole Size	Csg Size	Wt/ft	Grade	Type
Conductor	0 - 220'	17-1/2"	13-3/8"	48#	H-40	ST&C
Surface	0 - 3500'	12-1/4"	8-5/8 / 9 5/8"	32#/40#	J-55	ST&C
Production	TD	7-7/8"	4-1/2"	13.5#	P-110	LT&C

With the exception of conductor casing, all casing shall be new or, if used, inspected and tested. Used casing shall meet or exceed API standards for new casing.

All casing strings except conductor shall have a minimum of 1 (one) centralizer on each of the bottom three (3) joints.

b. Cement Design:

Function	Hole Size	Csg Dia.	Wt./ft.	Shoe Depth	Sacks of Cement
Surface	12-1/4"	8-5/8"	32#	3500' ± KB	400 sx lead/ 200 sx tail / 30 % excess. Top out with 60 sx tail
Production	7-7/8"	4-1/2"	13.5#	TD	300 sx lead / 300 sx tail + 25% excess

Surface Pipe: Pre-Flush: 20 bbls fresh water.

Lead: 400 Sx Halliburton Hi-Fill + 16% gel, w/ 1.0% retarder + 3% salt + 0.6% Econolite + 1/4#/sk Cello-Flake
Weight: 11.8 lb/gal Yield: 3.18 cu ft/sk. H_2O Req.: 17.97 Gal/sk

Tail: 200 Sx Halliburton Premium + 2% CaCl2 + 0.125% Cello-Flake
Weight: 15.8 lb/gal Yield: 1.15 cu ft/sk. H_2O Req.: 4.97 Gal/sk

Top-Out: 60 Sx Halliburton Premium + 3% CaCl2
Weight: 15.8 lb/gal Yield: 1.15 cu ft/sk. H_2O Req.: 4.97 Gal/sk

Waiting On Cement: A minimum of four (4) hours shall elapse prior to attempting any pressure testing of the BOP equipment which would subject the surface casing cement to pressure, and a minimum of six (6) hours shall elapse before drilling out of the wiper plug, cement, or shoe is begun. WOC time shall be recorded in the Driller's Log. Compressive Strength shall be a minimum of 500 psi prior to drilling out.

Long String: Pre-Flush: 20 bbls "Mud Clean" or similar spacer.

Lead: 300 Sx Halliburton Hi-Fill + 16% gel, w/ 1.0% retarder + 3% salt + 0.6% Econolite + 1/4#/sk Cello-Flake
Weight: 11.8 lb/gal Yield: 3.18 cu ft/sk. H_2O Req.: 17.97 Gal/sk

Tail: 300 Sx Halliburton 50/50 Poz-Premium + 5% Salt + 0.2% retarder + 0.6% Halad 322 (fluid loss) + 0.2% Super CBL
Weight: 14.35 lb/gal Yield: 1.22 cu ft/sk. H_2O Req.: 4.97 Gal/sk

(Actual cement volumes will be calculated from open hole logs, plus 15% excess).

The Vernal BLM Office shall be notified, with sufficient lead time, in order to have a BLM representative on location while running all casing strings and cementing.

The 8-5/8" surface casing shall in all cases be cemented back to surface. In the event that during the primary surface cementing operation the cement does not circulate to surface, or if the cement level should fall back more than 8 feet from surface, then a remedial surface cementing operation shall be performed to insure adequate isolation and stabilization of the surface casing. The top 200' of HiLift cement behind the 8-5/8" surface casing shall be replaced by running 1" tubing down the annulus and displacing with Class "G" or equivalent cement.

The production casing cementing program shall be conducted as approved to protect and/or isolate all usable water zones, potentially productive zones, lost circulation zones, abnormally pressured zones, and any prospectively valuable deposits of minerals.

The minimum diameter for conductor pipe shall be 13 3/8". The conductor pipe will be cemented back to surface.

As a minimum, usable water zones shall be isolated and/or protected by having a cement top for the production casing at least 200 feet above the base of the usable water. If gilsonite is encountered while drilling, it shall be isolated and/or protected via the cementing program.

Top plugs shall be used to reduce contamination of cement by displacement fluid. A bottom plug or other acceptable technique, such as a suitable preflush fluid, inner string cement method, etc., shall be utilized to help isolate the cement from contamination by the mud being displaced ahead of the cement slurry.

All casing strings below the conductor shall be pressure tested to 0.22 psi per foot of casing string length or to 1500 psi, whichever is greater, but not to exceed 70% of the minimum internal yield. If pressure declines more than 10% in 30 minutes, corrective action shall be taken.

A Form 3160-5, "Sundry Notices and Reports on Wells" shall be filed with the Vernal Office Manager within 30 days after the work is completed. This report must include the following information:

Setting of each string of casing showing the size, grade, weight of casing set, depth, amounts and type of cement used, whether cement circulated or the top of the cement behind the casing, depth of the cementing tools used, casing test method and results, and the date of the work done. Spud date will be shown on the first reports submitted.

5. ***Drilling Fluids Program:***

a. Type and Characteristics of the Circulation Muds:

From surface to ± 3500 feet will be drilled with fresh water or an air/mist system, depending on the drilling contractor's preference. From approximately 3500 feet, or in the case of the air/mist system when hole conditions dictate, to TD, a fresh water system will be utilized. Clay inhibition and hole stability will be achieved with a KCL additive. This fresh water system will typically contain Total Dissolved Solids (TDS) of less than 3000 PPM. Anticipated maximum mud weight is 10.0 lbs/gal. If necessary to control formation fluids or pressure, the system will be weighted with the addition of bentonite gel, and if pressure conditions warrant, with barite.

No chromate additives will be used in the mud system on Federal and/or Indian lands without prior BLM approval to ensure adequate protection of fresh aquifers.

No chemicals subject to reporting under SARA Title III in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of this well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of this well.

Hazardous substances specifically listed by the EPA as a hazardous waste or demonstrating a characteristic of a hazardous waste will not be used in drilling, testing, or completion operations.

6. ***Evaluation Program:***

a. Logging Program:
(the log types run may change at the discretion of the geologist)

FDC/CNL/GR/DIL/SONIC: TD - 3,500'
CBL: A cement bond log will be run from the surface casing shoe to surface and from TD to the cement top of the production casing. A field copy will be submitted to the Vernal BLM Office. FMI/NMR logs are possible options over the Mesaverde section.

b. Cores: As deemed necessary.

c. **Drill Stem Tests:** No DSTs are planned in Wasatch/Mesaverde/Mancos section. It is possible that DST may be required in the Green River Formation.

Drill stem tests, if they are run, will adhere to the following requirements: Initial opening of the drill stem test tools shall be restricted to daylight hours unless specific approval to start during other hours is obtained from the Authorized Officer (AO). However, DSTs may be allowed to continue at night if the test was initiated during daylight hours and the rate of flow is stabilized and if adequate lighting is available (i.e., lighting which is adequate for visibility and vapor-proof for safe operations). Packers can be released but tripping shall not begin before daylight, unless prior approval is obtained from the AO. Closed chamber DSTs may be performed day or night.

Some means of reverse circulation shall be provided in case of flow to the surface showing evidence of hydrocarbons.

Separation equipment required for the anticipated recovery shall be properly installed before a test starts.

If a DST is performed, all engines within 100 feet of the wellbore that are required to be operational during the test shall have spark arresters or water-cooled exhausts.

7. ***Abnormal Conditions***:

Possible abnormal temperatures and/or pressures are anticipated in the lower Mesaverde and the Mancos Formations.. No hydrogen sulfide has been encountered or is known to exist from previous drilling in the area at this depth. Maximum anticipated bottomhole pressure will be approximately equal total depth in feet multiplied by a 0.60 psi/foot gradient.

8. ***Anticipated Starting Dates and Notification of Operations***:

a. Drilling Activity

Anticipated Commencement Date:	Upon approval of the site specific APD.
Drilling Days:	Approximately 40 days.
Completion Days:	Approximately 8 - 14 days.

b. Notification of Operations

The Vernal BLM office will be notified at least 24 hours **prior** to the commencement of spudding the well (to be followed with a Sundry Notice, Form 3160-5), of initiating pressure tests of the blowout preventer and related equipment, and running casing and cementing of all casing strings. Notification will be made during regular work hours (7:45 a.m.-4:30 p.m., Monday - Friday except holidays).

Immediate Report: Spills, blowouts, fires, leaks, accidents, or any other unusual

occurrences shall be promptly reported in accordance with the appropriate regulations, Onshore Orders, or BLM policy.

No location will be constructed or moved, no well will be plugged, and no drilling or workover equipment will be removed from a well to be placed in suspended status without prior approval from the AO. If operations are to be suspended, prior approval of the AO will be obtained and notification given to Phillips before resumption of operations.

Daily drilling and completion reports shall be submitted to the Vernal BLM Office on a weekly basis.

Whether the well is completed as a dry hole or a producer, the "Well Completion and Recompletion Report and Log" (Form 3160-4) will be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3164. One copy of all logs, core descriptions, core analyses, well test data, geologic summaries, sample description, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations will be filed with Form 3160-4. Samples (cuttings, fluids, and/or gases) will be submitted when requested by the Authorized Officer (AO).

A completion rig will be used for completion operations after the wells are stimulated to run the production tubing.. All conditions of this approved plan will be applicable during all operations conducted with the completion rig.

Operator shall report production data to the MMS pursuant to 30 CFR 216.5 using form MMS/3160. In accordance with Onshore Oil and Gas Order No. 1, a well will be reported on form 3160-6, "Monthly Report of Operations," starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report will be filed with the Vernal BLM Office.

The date on which production is commenced or resumed will be construed for oil wells as the date on which liquid hydrocarbons are first sold or shipped from a temporary storage facility, such as a test tank, and for which a run ticket is required to be generated, or the date on which liquid hydrocarbons are first produced into a permanent storage facility, whichever occurs first; and for gas wells, as the date on which associated liquid hydrocarbons are first sold or shipped from a temporary storage facility, such as a test tank, and for which a run ticket is required to be generated, or the date on which gas is measured through permanent metering facilities, whichever occurs first.

Should the well be successfully completed for production, the AO will be notified when the well is placed in a producing status. Such notification will be sent by written communication not later than 5 days following the date when the well is placed on production.

Pursuant to Onshore Order No. 7, with the approval of the AO, produced water may be

temporarily disposed of into unlined pits for a period of up to 90 days. During this period, an application for approval of the permanent disposal method must be submitted to the AO.

Pursuant to NTL-4A, lessees or operators are authorized to vent/flare gas during the initial well evaluation tests, not to exceed 30 days or the production of 50 MMCF of gas, whichever occurs first. An application must be filed with the AO and approval received for any venting/flaring of gas beyond the initial 30 days or authorized test period.

A schematic facilities diagram, as required by 43 CFR 3162.7-5(b.9.d), shall be submitted to the Vernal BLM Office within 60 days of installation or first production, whichever occurs first. All site security regulations, as specified in Onshore Oil & Gas Order No. 3, shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with 43 CFR 3162.7-5(b.4).

Well abandonment operations shall not be commenced without the prior approval of the AO. In the case of newly drilled dry holes or failures, and in emergency situations, oral approval will be obtained from the AO. A "Subsequent Report of Abandonment", Form 3160-5, will be filed with the Authorized Officer within 30 days following completion of the well for abandonment. This report will indicate placement of the plugs and current status of the surface restoration. Final Abandonment will not be approved until the surface reclamation work required by the approved APD or approved abandonment notice has been completed to the satisfaction of the AO, or the appropriate surface managing agency.

Pursuant to Onshore Oil and Gas Order No. 1, lessees and operators have the responsibility to see that their exploration, development, production, and construction operations are conducted in a manner which conforms with applicable Federal laws and regulations and with the State and local laws, to the extent to which they are applicable, to operations on Federal or Indian lands.

9. ***Variances:***

Drilling operations may be conducted without an automatic igniter. The operator will ignite as needed, with the flare ventline a minimum of 100 feet from the wellhead in a downwind location as per the prevailing winds.

The straight-run blooie line requirement will be waived. The flowline will contain two (2) 90-degree turns. Where possible, a straight-run blooie line will be used.

If a mist system is used, the requirement for a deduster shall be waived.

Oil and gas meters will be tested upon initial installation and at least quarterly if producing greater than 100 mcfpd on a month average, and semiannually if the well produces less than 100 mcfpd on a monthly average.

10. ***Other Information:***

The location perimeter will be bermed to comply with SPCC requirements. All loading lines will be placed inside the berm surrounding the tank battery.

All off-lease storage, off-lease measurement, or commingling on-lease or off-lease will have prior written approval from the AO.

The oil and gas measurement facilities will be installed on the well location. The oil and gas meters will be calibrated in place prior to any deliveries. Tests for meter accuracy will be conducted following initial installation. The AO will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports will be submitted to the Vernal BLM Office. All meter measurement facilities will conform to Onshore Oil & Gas Order No. 4 for liquid hydrocarbons and Onshore Oil & Gas Order No. 5 for natural gas measurement.

Should gas be vented or flared without approval beyond the authorized test period, the operator may be directed to shut in the well until the gas can be captured or approval to continue venting or flaring as uneconomic is granted. The operator shall be required to compensate the lessor for that portion of the gas vented or flared without approval which is determined to be unavoidably lost.

The use of materials under BLM jurisdiction will conform to 43 CFR 3610.2-3. Mineral materials displaced in the ordinary course of conducting operations and/or construction activities may be used for oil and gas development purposes within the subject lease in accordance with BLM approved actions. Mineral materials may also be obtained by making application for a mineral material sale under the provisions of 43 CFR 3610.1-1.

Deviations from the proposed drilling and/or workover program shall be approved by the AO. Safe drilling and operating practices must be observed. All wells, whether drilling, producing, suspended, or abandoned, will be identified in accordance with 43 CFR 3162.

"Sundry Notice and Report on Wells" (form 3160-5) will be filed for approval for all changes of plans and other operations in accordance with 43 CFR 3162.3-2.

Section 102(b)(3) of the Federal Oil and Gas Royalty Management Act of 1982, as implemented by the applicable provisions of the operating regulations at Title 43 CFR 3162.4-1(c), requires that "not later than the 5th business day after any well begins production on which royalty is due anywhere on a lease site or allocated to a lease site, resumes production in the case of a well which has been off production for more than 90 days, the operator shall notify the Authorized Officer by letter or sundry notice, Form 3160-5, or orally to be followed by a letter or sundry notice, of the date on which such production has begun or resumed."

Failure to comply with the royalty notice requirement in the manner and time allowed shall result in a civil penalty of up to $10,000 per violation for each day such violation continues,

not to exceed a maximum of 20 days. See section (109)(c)(3) of the Federal Oil and Gas Royalty Management Act of 1982 and the implementing regulations at Title 43 CFR 3162.4-1(b)(5)(ii).

APD approval is valid for a period of one year from the signature date. An extension period may be granted, if requested, prior to the expiration of the original approval period.

In the event after-hours approval or notification is necessary, one of the following individuals will be contacted:

Ed Forsman (435)789-7077
Petroleum Engineer

Jerry Kenczka (435)781-1190
Petroleum Engineer

BLM FAX Machine (435)781-4410

PHILLIPS PETROLEUM COMPANY
STANDARD OPERATING PRACTICES

RIVER BEND FIELD
MESAVERDE DEVELOPMENT PROGRAM
Duchesne and Uintah Counties, Utah

ONSHORE ORDER NO. 1

SURFACE USE PLAN OF OPERATIONS

1. ***Existing Roads:***

The location of each well and road access to each well will be shown on maps and described in each submitted, site-specific APD.

All improvements to existing access roads will be described in the site-specific APD and will comply with the Planned Access Road Standard Operating Practices described in Section 2 of this document.

All existing roads will be maintained and kept in good repair during all drilling and completion operations associated with this well.

2. ***Planned Access Roads:***

Planned access roads will be shown on maps and described in each submitted, site-specific APD. New access roads on BLM surface will be crowned (2 - 3%), ditched, and constructed with a running surface of 18 feet and a maximum disturbed width of 30 feet. The disturbed width may be wider than 30 feet when approved by BLM's Authorized Officer (AO) to accommodate large equipment, or to allow for intersections, sharp curves, steep grades, or other safe road construction and maintenance practices. Graveling or capping the roadbed will be performed as necessary to provide a well-constructed and safe road. Prior to construction or upgrading, the proposed road shall be cleared of any snow and allowed to dry. Phillips will construct drainage structures to mitigate any impacts to drainage and erosion in the project area. On Ute Tribal, private, and/or state surface, access road construction will be coordinated with the surface landowner, and Phillips will honor the landowner's preferences to the extent practicable, in accordance with all applicable federal, state, and local laws, rules and regulations. Any landowner specifications or Rights-Of-Way (ROWs) will be attached to the site-specific APD.

Unless specified in the site-specific APD, the following specifications will apply:

- The maximum grade will be less than 8%.

- There will be no turnouts.
- There will be no major cut and fills, culverts, or bridges. If it becomes necessary to install a culvert at some time after approval of the APD, the BLM will be notified of the installation via Sundry Notice.
- The access roads will be centerline flagged during staking.

Surfacing material may be necessary, depending upon weather conditions.

Surface disturbance and vehicular traffic will be limited to the approved location and approved access route. Any additional area needed will be approved in advance.

Access roads and surface disturbing activities will conform to standards outlined in the BLM and Forest Service publication: Surface Operating Standards for Oil and Gas Exploration and Development, 1989.

The road surface and shoulders will be kept in a safe and usable condition and will be maintained in accordance with the original construction standards. All drainage ditches and culverts will be kept clear and free flowing and will be maintained according to original construction standards. The access roads will be kept free of trash during operations. All traffic will be confined to the approved access roads. Road drainage crossings shall be of the typical dry creek drainage crossing type. Crossings will be designed to avoid siltation or accumulation of debris in the drainage crossing and so the roadbed does not block the drainages. Erosion of drainage ditches by runoff water will be prevented by diverting water off at frequent intervals by means of cutouts. Should mud holes develop, they will be filled in and detours around them avoided. When snow is removed from the road during the winter months, the snow will be pushed outside of the borrow ditches and the turnouts kept clear so that snowmelt will be channeled away from the road.

3. ***Location of Existing Wells Within a 1-Mile Radius:***

A map will be provided with the site-specific APD showing the location of existing wells within a one mile radius.

4. ***Location of Existing and Proposed Facilities:***

The following guidelines will apply if the well is productive:

- A dike will be constructed completely around those production facilities that contain fluids (i.e., production tanks, produced water tanks). These dikes will be constructed of compacted subsoil, be impervious, hold 110% of the capacity of the largest tank, and be independent of the back cut. If a Spill Prevention, Control, and Countermeasure (SPCC) Plan is required by the Environmental Protection Agency, the containment dike may be expanded with approval from the AO to meet SPCC requirements. The specific APD will address additional capacity if such is needed due to environmental concerns. (The use of topsoil for the construction of dikes will not be allowed).

- All permanent (on site six months or longer) above the ground structures constructed or installed, including pumping units, will be painted a flat, non-reflective, earthtone color to match one of the standard environmental colors which are described by the five state Rocky Mountain Inter-Agency Committee. All facilities will be painted within six months of installation. The required color for the Operator's facilities in the River Bend Field is Desert Brown, Munsell standard color number 10YR.6/3, unless the AO determines that another color shall be used.

- A description of the proposed pipelines and a map will be included with the site- specific APD. Pipeline segments will be welded together on disturbed areas in or near the location (whenever possible), and dragged into place.

5. ***Location and Type of Water Supply***:

Unless otherwise specified in the site-specific APD, water for drilling and completion purposes will be obtained from the Johnson Water District via Inland Production Company's water taps, and a private water source well via Nebeker Trucking. The specific location of the private water source will be designated in the site-specific APD. Water will be hauled to location over the roads marked on maps included with the site-specific APD.

6. ***Source of Construction Materials***:

Surface and subsoil materials in the immediate area will be utilized.

Any gravel will be obtained from a commercial source.

The use of materials under BLM jurisdiction will conform to 43 CFR 3610.2-3.

7. ***Methods of Handling Waste Materials***:

Drill cuttings will be contained and buried in the reserve pit.

Drilling fluids, including salts and chemicals will be contained in the reserve pit. Upon termination of drilling and completion operations, the liquid contents of the reserve pit will be used at the next drill site or will be removed and disposed of at an approved waste disposal facility within 120 days after drilling is terminated. Immediately upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1.

Unless specified in the site-specific APD, the reserve pit will be constructed on the location and will not be located within natural drainage ways, where a flood hazard exists or surface runoff will destroy or damage the pit walls. The reserve pit will be constructed so that it will not leak, break, or allow discharge of liquids.

Annular disposal of the drilling fluids may be requested as a disposal option. An application

for an individual annular disposal permit will be made prior to disposing of any fluids in this manner.

If it is determined at the onsite inspection that a pit liner is necessary, the reserve pit will be lined with a synthetic reinforced liner a minimum of 12 mil thick, with sufficient bedding used to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. Trash or scrap that could puncture the liner will not be disposed of in the pit.

Reserve pit leaks are considered an undesirable event and will be orally reported to the AO.

After first production, produced wastewater will be confined to the approved pit or storage tank, or removed and disposed of at an approved facility, for a period not to exceed 90 days. During the 90-day period, in accordance with Onshore Order # 7, an application for approval of a permanent disposal method and location will be submitted for the Authorized Officer's approval.

The indiscriminate dumping of produced fluids on roads, well sites, or other areas will not be allowed.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site.

A chemical porta-toilet will be furnished with the drilling rig.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location.

All debris and other waste material not contained in the trash cage will be cleaned up and removed from the location immediately after removal of the drilling rig.
No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of wells within the River Bend Field. Furthermore, extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will not be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of wells within the River Bend Field. Specific APDs shall address any modifications from this policy.

Attachment 1 contains the EPA List of Nonexempt Exploration and Production Wastes.

8. ***Ancillary Facilities:***

a. Surface gas lines:

- No installation of surface gas lines will be performed during periods when the soil is too wet to adequately support installation equipment. If such equipment creates ruts

in excess of three (3) inches deep, the soil will be deemed too wet to adequately support the equipment.

- Where possible, surface gas lines shall be placed as close to existing oil field roads as possible without interfering with normal road travel or road maintenance activities. For lines that are installed cross-country (not along access roads), travel along the lines will be infrequent and for maintenance needs only. If surface disturbance occurs along the lines, the operator will reclaim the land to the satisfaction of the AO of the appropriate surface management agency.

- All surface lines will be either black or brown in color.

9. ***Well Site Layout***:

A Location Layout Diagram describing drill pad cross-sections, cuts and fills, and locations of the mud tanks, reserve pit, pipe racks, trailer parking, spoil dirt stockpile(s), and the surface material stockpile(s) will be included with the site-specific APD.

The diagram will describe rig orientation, parking areas, and access roads, as well as the location of the following:

- The reserve pit.

- The stockpiled topsoil (first six inches); All brush removed from the well pad during construction will be stockpiled with the topsoil. Topsoil shall not be used in the construction of facility berms.

- Access roads.

All locations will be fenced according to the following minimum standards:

- Prior to the commencement of drilling operations, the reserve pit will be fenced on three (3) sides using 39 inch net wire with at least one strand of barbed wire on top of the net wire.

- The net wire shall be no more than two (2) inches above the ground. The barbed wire shall be three (3) inches above the net wire. Total height of the fence shall be at least 42 inches.

- Corner posts shall be cemented and/or braced in such a manner to keep the fence tight at all times.

- Standard steel, wood, or pipe posts shall be used between the corner braces. The maximum distance between any two (2) fence posts shall be no greater than sixteen (16) feet.

- All wire shall be stretched using a stretching device, before it is attached to corner posts.
- The fourth side of the reserve pit will be fenced immediately upon removal of the drilling rig and the fencing will be maintained until the pit is backfilled.
- If flare pits are utilized, they will be located downwind from the prevailing wind direction and constructed in accordance with appropriate BLM guidelines and regulations.

10. ***Plans for Reclamation of the Surface:***

a. Producing Location:

Topsoil will be stripped and salvaged to provide for sufficient quantities to be respread to a depth of at least four to six inches (more if readily available on-site) over the disturbed areas to be reclaimed. Topsoil will be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit will be stockpiled separately near the reserve pit.

Topsoil that will be stored more than one year before reclamation begins:

- will be windrowed, where possible, to a maximum depth of three (3) to four (4) feet near the margin of the well site:
- will be broadcast seeded with the seed mixture specified in the approved permit immediately after windrowing;
- will be "walked" with tracked heavy equipment to crimp the seeds into the soil.

Immediately upon well completion, the location and surrounding area will be cleared of trash and debris and all unused tubing and materials not required for production.

Before any dirt work associated with location restoration takes place, the reserve pit shall be as dry as possible. All debris in it will be removed. Other waste and spoil materials will be disposed of immediately upon completion of operations.

If a synthetic, nylon-reinforced liner is used, the excess liner will be cut off and removed and the remaining liner will be torn and perforated while backfilling the reserve pit. Alternatively, the pit will be pumped dry, the liner folded into the pit, and the pit backfilled. The liner will be buried to a minimum of four (4) feet deep. The AO will provide a seed mixture to revegetate the reserve pit and other unused disturbed areas at the time of the onsite.

The reserve pit and that portion of the location not needed for production facilities/operations will be recontoured to approximate the natural contours. The reserve pit will be reclaimed within 120 days from the date of well completion, weather

permitting. This will be completed by the backfilling and crowning of the pit to prevent water from standing. Topsoil will be respread, and the pit area reseeded immediately following the respreading of the topsoil. The appropriate seed mixture will be provided by the AO.

b. Dry Hole/Abandoned Location:

At the time of final abandonment, the intent of reclamation will be to return disturbed areas to near natural conditions in accordance with applicable federal and state laws, rules and regulations and agreements with private surface landowners. All disturbed surfaces will be recontoured to the approximate natural contours, with reclamation of the well pad and access roads to be performed within six (6) months, weather permitting, after final abandonment. The surface of disturbed areas will be recontoured to blend all cuts, fills, road berms, and borrow ditches to be natural in appearance as compared to the surrounding terrain. Abandoned well sites, roads, and other disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the reestablishment of irrigation systems, the reestablishment of appropriate soil conditions, and the reestablishment of vegetation as specified.

After recontouring of disturbed areas, any stockpiled topsoil will be spread over the surface, and the area reseeded immediately. The location and access roads will be revegetated to the satisfaction of the AO of the appropriate surface management agency and in accordance with any applicable agreements with private surface landowners. The seed mixture will be that provided at the time of the onsite or, the AO will be contacted at the time of reclamation for the appropriate seed mixture. Seed will be drilled on the contour to an appropriate depth. Reseeding operations will be performed immediately after completion of reclamation operations.

Dry mulch may be considered as one method to enhance the re-establishment of desired native plant communities. If straw or hay mulch is used, the straw or hay must be certified "weed-free" and the certification documentation submitted to the AO prior to its application.

At final abandonment, the casing will be cut off at the base of the cellar or 3 feet below the final restored ground level, whichever is deeper. The Operator will cap the casing with a metal plate a minimum of 0.25 inches thick. The cap will be welded in place and the well location and identity will be permanently inscribed on the cap. The cap will be constructed with a weep hole.

11. *Surface Ownership*:

The ownership of the access roads and/or flowline/electric line routes will be specified on the site-specific APD.

The ownership of the well location will be specified on the site-specific APD.

12. ***Other Information***:

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees. A copy of these conditions will be furnished to the Operator's subcontractors to promote compliance.

All travel will be restricted to approved access road routes.

The Operator will control noxious weeds along access roads, pipeline routes, well sites or other applicable facilities. A list of noxious weeds may be obtained from the BLM or the appropriate County Extension Office. Any noxious weed outbreaks directly attributed to the activities of the Operator will be the responsibility of the Operator to control. On BLM administered land, a Pesticide Use Proposal will be submitted and approved prior to the application of herbicides or other pesticides or possibly hazardous chemicals.

Drilling rigs and/or equipment used during drilling operations on this location will not be stacked or stored on Federal Lands after the conclusion of drilling operations or at any other time without BLM authorization. If BLM authorization is obtained, such storage will be only a temporary measure.

Unless previously conducted, a Class III archeological survey will be conducted on all Federal and/or Tribal lands. All personnel will refrain from collecting artifacts and from disturbing any significant cultural resources in the area. Phillips is responsible for informing all persons in the area who are associated with this project that they may be subject to prosecution for knowingly disturbing historic or archaeological sites or for collecting artifacts. All vehicular traffic, personnel movement, construction, and restoration activities will be confined to the areas examined, as referenced in the archaeological report, and to the existing roadways and/or evaluated access routes. If historic or archaeological materials are uncovered during construction, Phillips will immediately stop work that might further disturb such materials and contact the AO and the Ute Tribe Energy and Mineral Department. Within five working days, the AO will inform the Operator as to:

- Whether the materials appear eligible for the National Historic Register of Historic Places;

- The mitigation measures the Operator will likely have to undertake before the site can be used (assuming in situ preservation is not necessary); and,

- A time frame for the AO to complete an expedited review under 36 CFR 800.11 to confirm, through the State Historic Preservation Officer, that the findings of the AO are correct and that mitigation is appropriate.

If Phillips wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with this process, the AO will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise Phillips

will be responsible for mitigation costs. The AO will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the AO that required mitigation has been completed, Phillips will then be allowed to resume construction.

On surface lands administered by the BIA, all Surface Use Conditions of Approval associated with the BIA Concurrence Letter and Environmental Analysis Mitigation Stipulations will be adhered to, including:

- Any/all contractors used by Phillips will have acquired a Tribal Business License and have access permits prior to construction.

- If the surface rights are owned by the Ute Indian Tribe and mineral rights are owned by another entity, an approved right-of-way will be obtained from the BIA before Phillips begins any construction activities. The BIA right-of-way application will be delivered under separate cover. If the surface is owned by another entity and the mineral rights are owned by the Ute Indian Tribe, a right-of-way will be obtained from the other entity.

- Upon completion of the APD and right-of-way construction, the Ute Tribe Energy and Mineral Department will be notified so that a Tribal Technician can verify an Affidavit of Completion.

- Phillips' employees, including subcontractors, will not gather firewood along roads constructed by Phillips. If woodcutting is required, a permit will be obtained from the Forestry Department of the BIA pursuant to 25 CFR 169.13 "Assessed Damages Incident to Right-of Way Authorization." Phillips, its subcontractors, vendors and their employees or agents may not disturb saleable timber (including firewood) without a duly granted wood permit from the BIA Forester.

- All roads constructed by Phillips on the Ute Indian Reservation will have appropriate signs. Signs will be neat and of sound construction. The sign will state: (a) that the land is owned by the Ute Indian Tribe, (b) the name Phillips Petroleum Company, (c) that firearms are prohibited to all non-Ute Tribal members, (d) that permits must be obtained from the BIA before cutting firewood or other timber products, and (e) only authorized personnel permitted.

- All well site locations on the Ute Indian Reservation will have an appropriate sign indicating the name Phillips Petroleum Company, the lease serial number, the well name and number, the survey description of the well (either footages or the quarter/quarter section, the section, township, and range).

13. Lessee's or Operator's Representative and Certification:

Operations Representative

Name: Janis D. Evans
Petroleum Engineer
Address: Phillips Petroleum Company
9780 Mt. Pyramid Court, Suite 200
Englewood, CO 80112
Telephone: (303) 643-4364

Right-of-Way Representative

Name: Deanna J Walker
Senior Real Estate Specialist
Address: Phillips Petroleum Company
Insurance, Real Estate & Claims
P.O. Box 105
Livermore, CO 80536
Telephone: (970) 498-9677; Fax: (970) 498-9687

Environmental, Health & Safety Representative

Name: Steve de Albuquerque
Address: Phillips Petroleum Company
E&P-Americas Division
Rocky Mountain Region
9780 Mt. Pyramid Ct., Suite 200
Englewood, CO 80112
Telephone: (303) 643-3942; Fax: 303-643-4378

Certification: All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees.

Phillips Petroleum Company will be fully responsible for the actions of its subcontractors. A complete copy of the approved "Application for Permit to Drill" will be furnished to the field representative(s) to ensure compliance and shall be on location during all construction and drilling operations.

Site-specific certification will be submitted with the site-specific APD.

Deanna Walker
Senior Real Estate Specialist

Date

ATTACHMENT 1

EPA's LIST OF NONEXEMPT EXPLORATION AND PRODUCTION WASTES

While the following wastes are nonexempt, they are not necessarily hazardous.

- Unused fracturing fluids or acids
- Gas plant cooling tower cleaning wastes
- Painting wastes
- Oil and gas service company wastes, such as empty drums, drum rinsate, vacuum truck rinsate, sandblast media, painting wastes, spend solvents, spilled chemicals, and waste acids
- Vacuum truck and drum rinsate from trucks and drums, transporting or containing nonexempt waste
- Refinery wastes
- Liquid and solid wastes generated by crude oil and tank bottom reclaimers
- Used equipment lubrication oils
- Waste compressor oil, filters, and blowdown
- Used hydraulic fluids
- Waste solvents
- Waste in transportation pipeline-related pits
- Caustic or acid cleaners
- Boiler cleaning wastes
- Boiler refractory bricks
- Incinerator ash
- Laboratory wastes
- Sanitary wastes
- Pesticide wastes
- Radioactive tracer wastes
- Drums, insulation and miscellaneous solids

Well No.: Federal No. 31-31-6 #1

CONDITIONS OF APPROVAL
APPLICATION FOR PERMIT TO DRILL

Company/Operator: Phillips Petroleum Company

Well Name & Number: Federal No. 31-31 #1

API Number:

Lease Number: UTU-76489

Location: NW/NE Sec. 31, T9S, R19E

SURFACE USE PROGRAM
CONDITIONS OF APPROVAL

CULTURAL RESOURCES
See *DIAMOND MOUNTAIN RESOURCE AREA RESOURCE MANAGEMENT PLAN AND RECORD OF DECISION* (Fall 1994).

PALEONTOLOGICAL RESOURCES
See *DIAMOND MOUNTAIN RESOURCE AREA RESOURCE MANAGEMENT PLAN AND RECORD OF DECISION* (Fall 1994).

SOILS, WATERSHEDS, AND FLOODPLAINS
See *DIAMOND MOUNTAIN RESOURCE AREA RESOURCE MANAGEMENT PLAN AND RECORD OF DECISION* (Fall 1994).

WILDLIFE AND FISHERIES
See *DIAMOND MOUNTAIN RESOURCE AREA RESOURCE MANAGEMENT PLAN AND RECORD OF DECISION* (Fall 1994).

THREATENED, ENDANGERED, AND OTHER SENSITIVE SPECIES
Uinta Basin Hookless Cactus: Due to the location of known Uinta Basin Hookless Cactus individuals along the proposed access road for this location, pre-construction surveys for Uinta Basin Hookless Cactus will be required prior to new construction or surface-disturbing activity. Construction fence may be required in specific locations to prevent accidental damage to individual plants.

LOCATION AND RESERVE PIT RECLAMATION
During construction of the reserve pit, a small amount of topsoil shall be stockpiled nearby, to be spread over the reserve pit area at the time the reserve pit is reclaimed.

The topsoil stockpile shall be reseeded immediately after site construction by broadcasting the seed, then walking the topsoil stockpile with the dozer to plant the seed.

The following seed mixture will be used on the topsoil stockpile, the recontoured surface of the reserve pit, and for final reclamation: (All poundage's are in pure live seed.)

shadscale	*Atriplex confertifolia*	3 lbs/acre
mat saltbush	*Atriplex corrugata*	3 lbs/acre
Indian ricegrass	*Oryzopsis hymenoides*	3 lbs/acre
galleta grass	*Hilaria jamesii*	3 lbs/acre

The reserve pit shall be reclaimed immediately after drilling operations have ceased. The pit shall be reclaimed by: 1) removing all liquids and any oily debris according to Utah Division of Oil, Gas, & Mining pit closure rules; 2) perforating and folding the liner in place; 3) recontouring the surface; 4) broadcasting the seed over the recontoured surface; and 5) walking the surface of the pit with a dozer to plant the seed.

At the time of final abandonment, the location and access will be recontoured to natural topography and topsoil spread over the area and the surface seeded immediately.

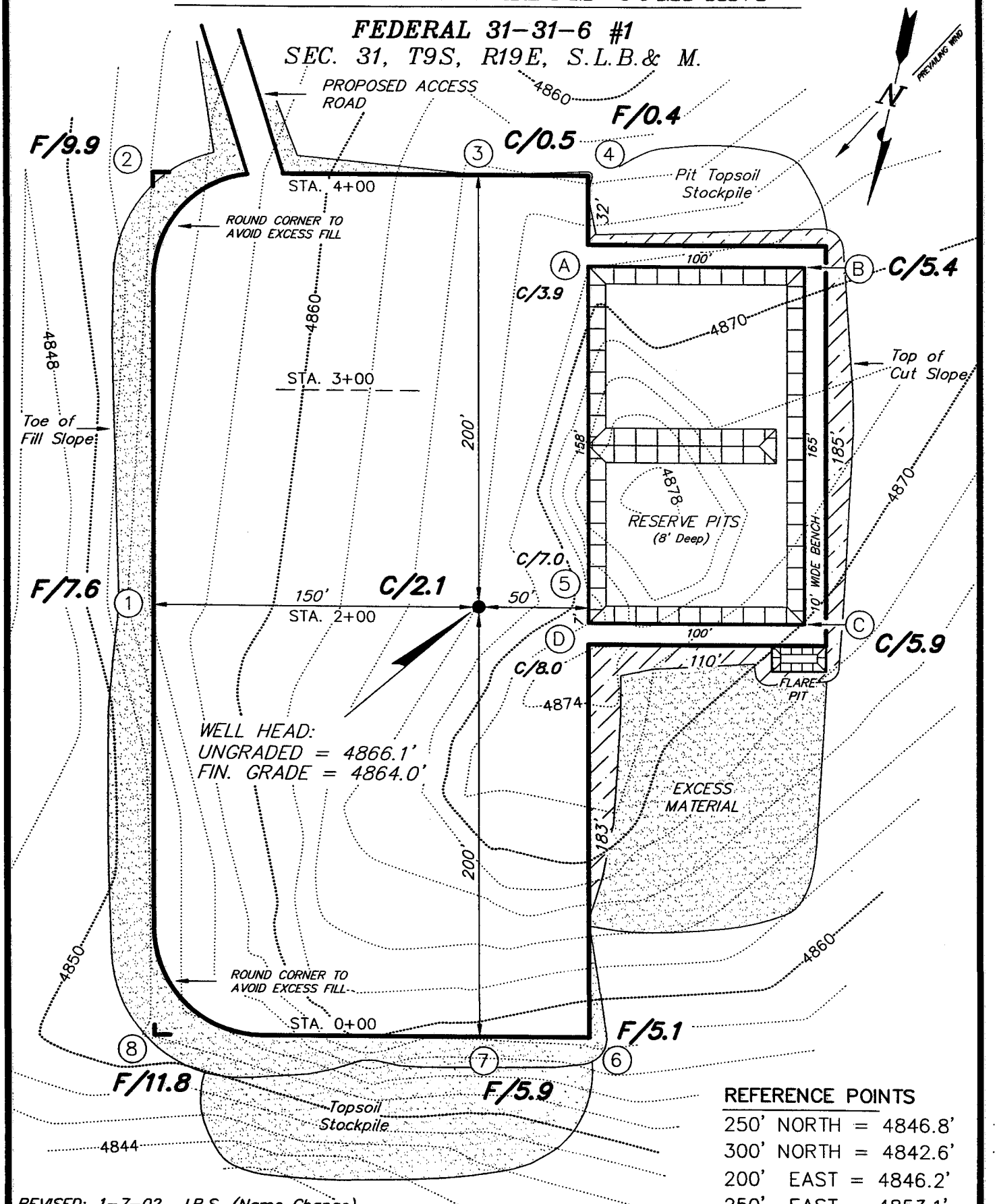
PRODUCTION WATER

Produced water from this well will be disposed of in pre-existing commercial SWD facilities located in Section 9, T2S, R2W.

PHILLIPS PETROLEUM COMPANY

FEDERAL 31-31-6 #1

SEC. 31, T9S, R19E, S.L.B.& M.



REFERENCE POINTS

250' NORTH = 4846.8'
300' NORTH = 4842.6'
200' EAST = 4846.2'
250' EAST = 4853.1'

REVISED: 1-7-02 J.R.S. (Name Change)

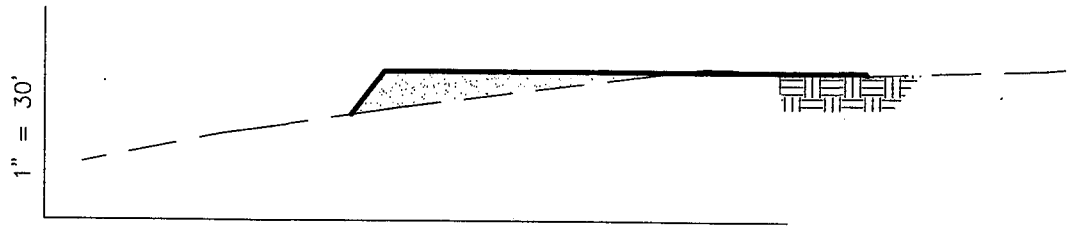
SURVEYED BY:	K.G.S.	SCALE:	1" = 60'
DRAWN BY:	J.R.S.	DATE:	11-12-01

Tri State Land Surveying, Inc. (435) 781-2501
38 WEST 100 NORTH VERNAL, UTAH 84078

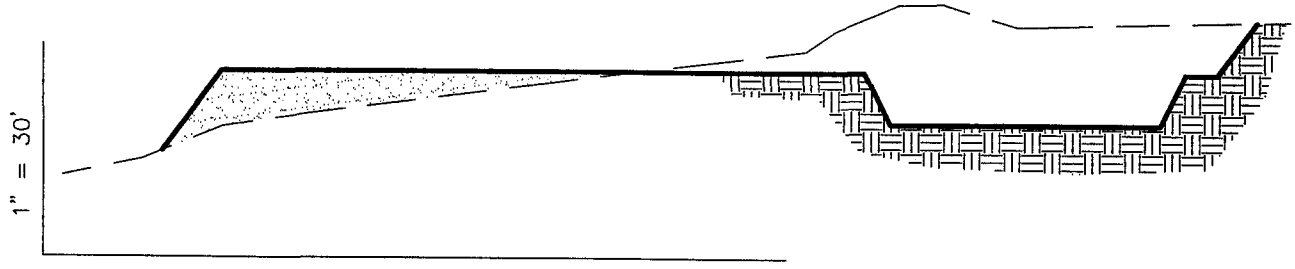
PHILLIPS PETROLEUM COMPANY

CROSS SECTIONS

FEDERAL 31-31-6 #1



STA. 4+00



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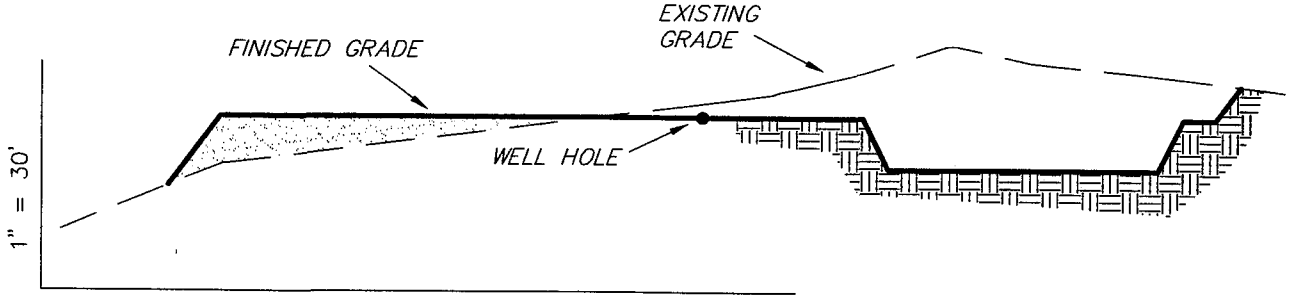

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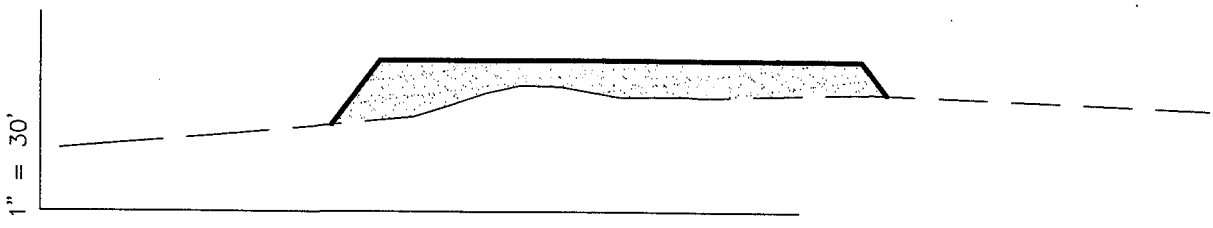


STA. 0+00

ESTIMATED EARTHWORK QUANTITIES
(Expressed in Cubic Yards)

ITEM	CUT	FILL	6" TOPSOIL	EXCESS
PAD	10,420	10,420	Topsoil is not included in Pad Cut	0
PIT	4,090	0		4,090
TOTALS	14,510	10,420	1,860	4,090

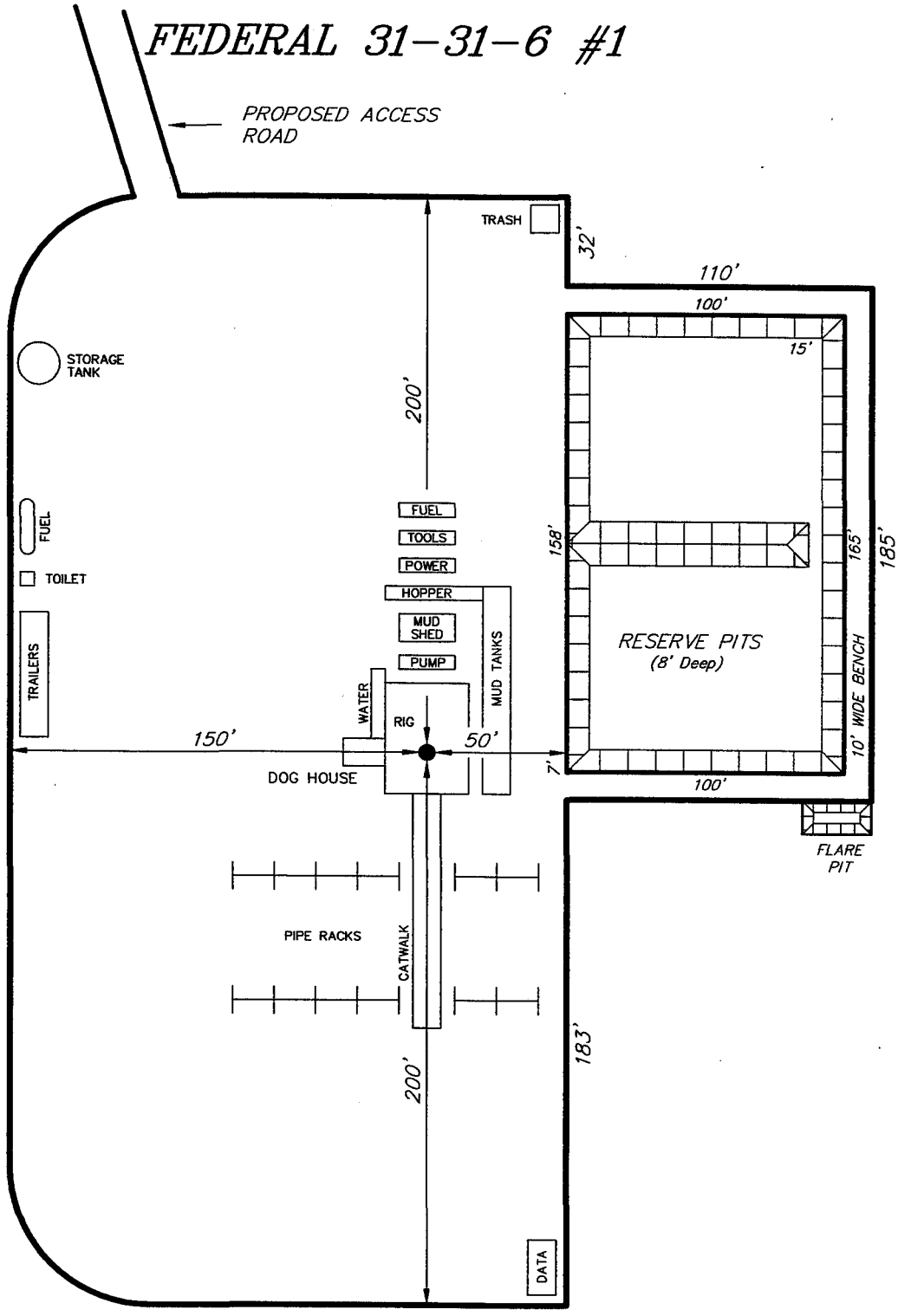
REVISED: 1-7-02 J.R.S. (Name Change)

SURVEYED BY: K.G.S.	SCALE: 1" = 60'	Tri State Land Surveying, Inc.	(435) 781-2501
DRAWN BY: J.R.S.	DATE: 11-12-01	38 WEST 100 NORTH VERNAL, UTAH 84078	

PHILLIPS PETROLEUM COMPANY

TYPICAL RIG LAYOUT

FEDERAL 31-31-6 #1



REVISED: 1-7-02 J.R.S. (Name Change)

SURVEYED BY: K.G.S.	SCALE: 1" = 60'	Tri State Land Surveying, Inc.	(435) 781-2501
DRAWN BY: J.R.S.	DATE: 11-12-01	38 WEST 100 NORTH VERNAL, UTAH 84078	

PHILLIPS 66

PHILLIPS PETROLEUM CO.

Federal 31-31-6 #1
SEC. 31, T9S, R19E, S.L.B.&M.
Uintah County, Utah

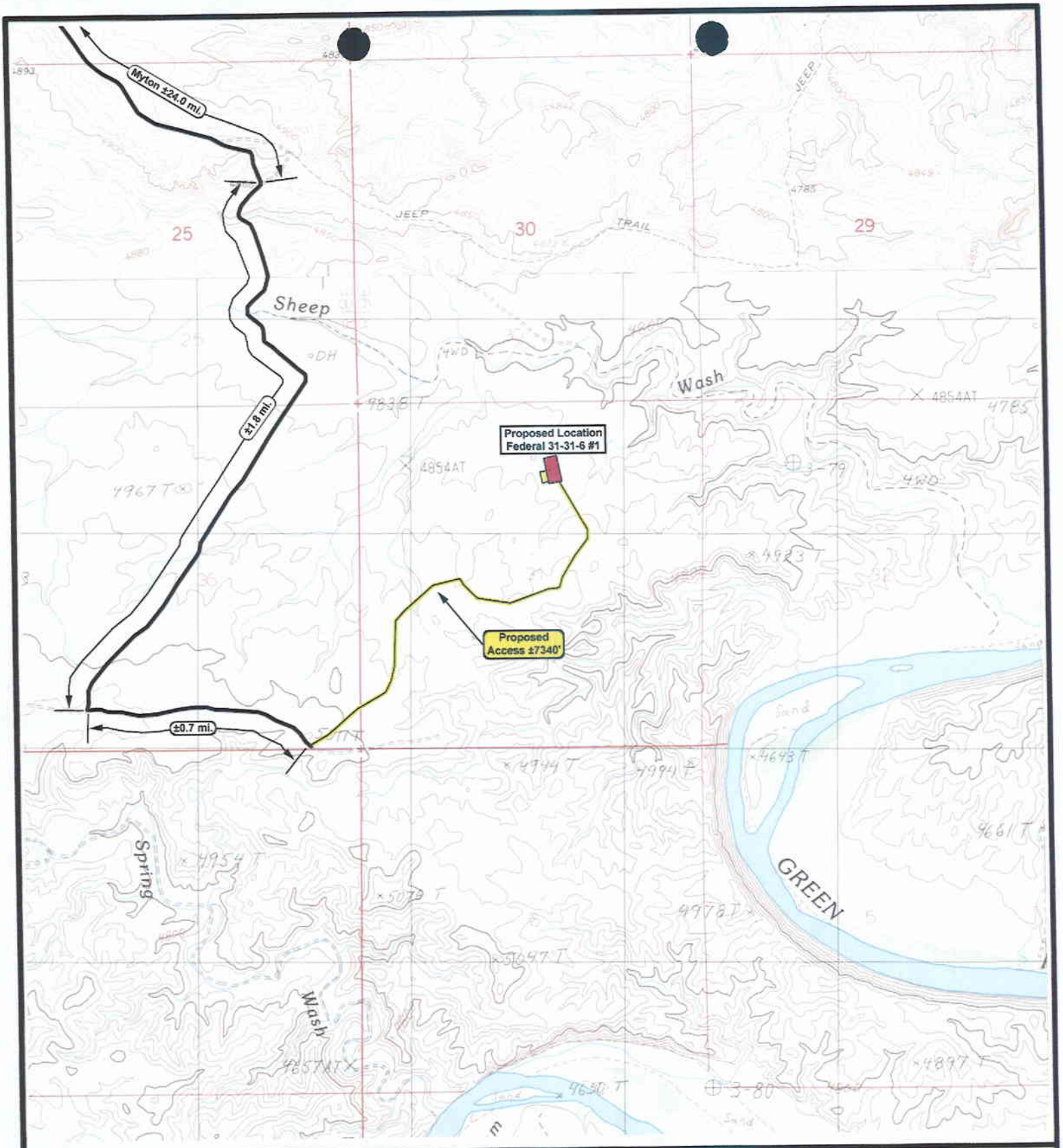
N

Tri-State Land Surveying Inc.
(435) 781-2501
38 West 100 North Vernal, Utah 84078

SCALE:
DRAWN BY: D.J.
DATE: Rev. 01-08-2002

Legend
Existing Road
Proposed Access

TOPOGRAPHIC MAP "A"



PHILLIPS 66

PHILLIPS PETROLEUM CO.

Federal 31-31-6 #1
SEC. 31, T9S, R19E, S.L.B.&M.
Uintah County, Utah

N

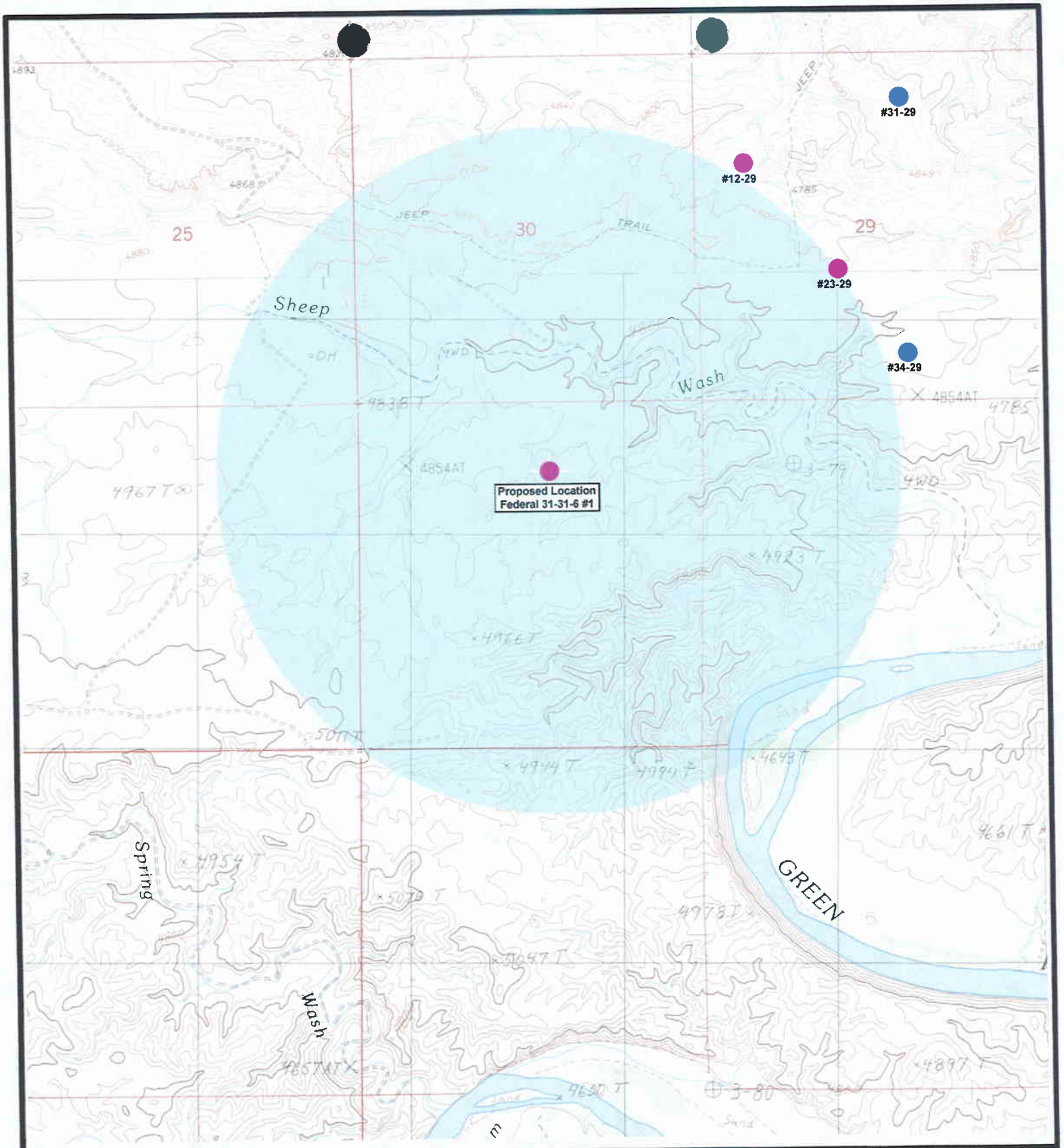
Tri-State Land Surveying Inc.
(435) 781-2501
38 West 100 North Vernal, Utah 84078

SCALE: 1" = 2000'
DRAWN BY: D.J.
DATE: Rev. 01-08-2002

Legend

- Existing Road
- Proposed Access

TOPOGRAPHIC MAP
"B"



PHILLIPS 66

PHILLIPS PETROLEUM CO.

Federal 31-31-6 #1
SEC, 31, T9S, R19E S.L.B.&M.
Uintah County, Utah

N

Tri-State Land Surveying Inc.
(435) 781-2501
38 West 100 North Vernal, Utah 84078

SCALE: 1" = 2000'
DRAWN BY: D.J.
DATE: Rev. 01-08-2001

Legend

- Proposed Locations
- Existing Locations

TOPOGRAPHIC MAP "C"

CULTURAL RESOURCE INVENTORY OF PHILLIP PETROLEUM'S PROPOSED SEVEN RIVER BEND WELL LOCATIONS, UINTAH COUNTY, UTAH

by

Keith R. Montgomery

Prepared For:

Bureau of Land Management
Vernal Field Office

Prepared Under Contract With:

Phillips Petroleum Company
13 D3 Phillips Building
Bartlesville, Oklahoma 74004

Prepared By:

Montgomery Archaeological Consultants
P.O. Box 147
Moab, Utah 84532

MOAC Report No. 01-74

June 25, 2001

United States Department of Interior (FLPMA)
Permit No. 01-UT-60122

State of Utah Antiquities Project (Survey)
Permit No. U-01-MQ-288b

INTRODUCTION

A cultural resource inventory was conducted by Montgomery Archaeological Consultants (MOAC) for Phillips Petroleum Company's proposed seven 40-acre parcel River Bend Project Area well locations (Figures 1 through 5). The project area is situated to the west of the Green River, south of Eightmile Flat, in the Little Desert area in Uintah County, Utah. The survey was implemented at the request of Mr. Jon Holst, permitting agent for Phillips Petroleum Company, Bartlesville, Oklahoma. The project area occurs on public lands administered by the Bureau of Land Management (BLM), Vernal Field Office.

The objectives of the inventory were to locate, document, and evaluate any cultural resources within the project area in accord with Section 106 of 36 CFR 800, the National Historic Preservation Act of 1966 (as amended). Also, the inventory was implemented to attain compliance with a number of federal and state mandates, including the National Environmental and Historic Preservation Act of 1969, the Archaeological and Historic Conservation Act of 1972, the Archaeological Resources Protection Act of 1979, and the American Indian Religious Freedom Act of 1978.

The fieldwork was performed by Keith Montgomery, assisted by Roger Stash and Melissa Elkins, on June 6,7,8, 13,16, and 18, 2001. The work was conducted under the auspices of U.S.D.I. (FLPMA) Permit No. 01-UT-60122 and State of Utah Antiquities Project (Survey) No. U-01-MQ-288b. On May 3, 2001 a file search for previous projects and documented cultural resources was conducted by the author at the BLM Vernal Field Office. This consultation indicated that several inventories have been conducted in the project area. Archeological-Environmental Research Corporation conducted a sample survey for the MAPCO River Bend project in 1980 (Hauck 1980). A lithic scatter (42Un868) was documented in the current project area. The site contained lithic debitage, cores and biface performs manufactured from local quartzite. It was evaluated as not eligible for National Register of Historic Places (NRHP) inclusion since it represented a typical cultural resource type in the area and lacked depth potential. In 1981, Nickens and Associates completed a survey for the Moon Lake Transmission Lines project (Christensen 1981). Site 42Un1181, a large surface quarry, was documented in T 9S, R 18E, S. 28 and 29, and incorporated previously recorded 42Un868, as well as other small sites in the area. Cultural materials observed at the locality included quartzite primary and secondary flakes as well as cores. There was no evidence of depth or concentrations of culturally altered materials. The site is evaluated as not eligible to the NRHP. In 2000, Grand River Institute inventoried the Federal 31-29-9-19 well location in T 9S, R 19E, S. 29 for Gilman A. Hill (Conners 2000). During this inventory a portion of the large lithic procurement site (42Un1181) was encountered and no further work was recommended. The well location and access road was built within the boundaries of this non-significant cultural resource.

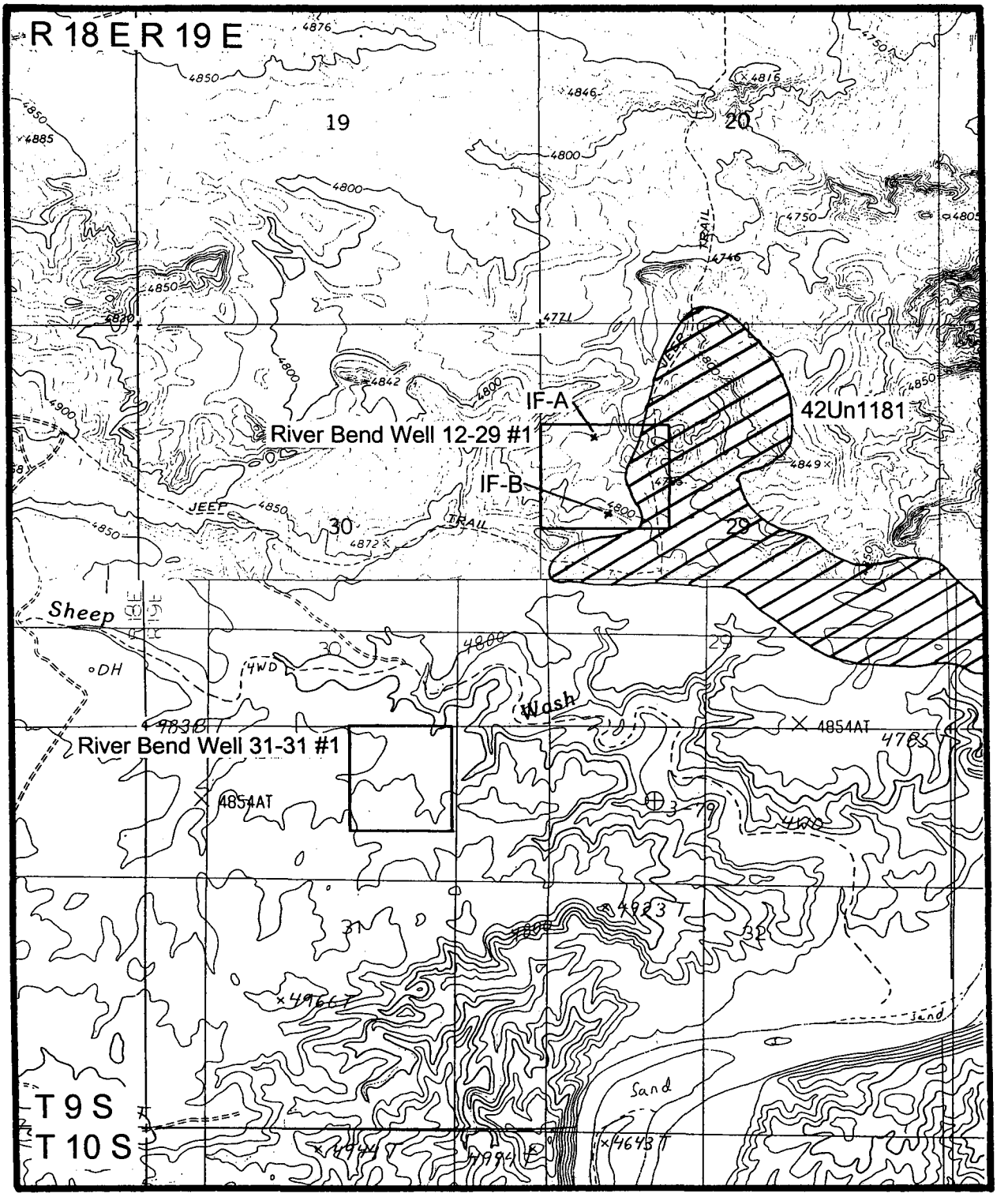


Figure 1. Inventory Area of Phillips Petroleum's River Bend 12-29 #1 and River Bend 31-31 #1 Well Locations showing Cultural Resource. USGS 7.5' Uteland Butte, UT 1964 and Moon Bottom, UT 1985. Scale 1:24000.

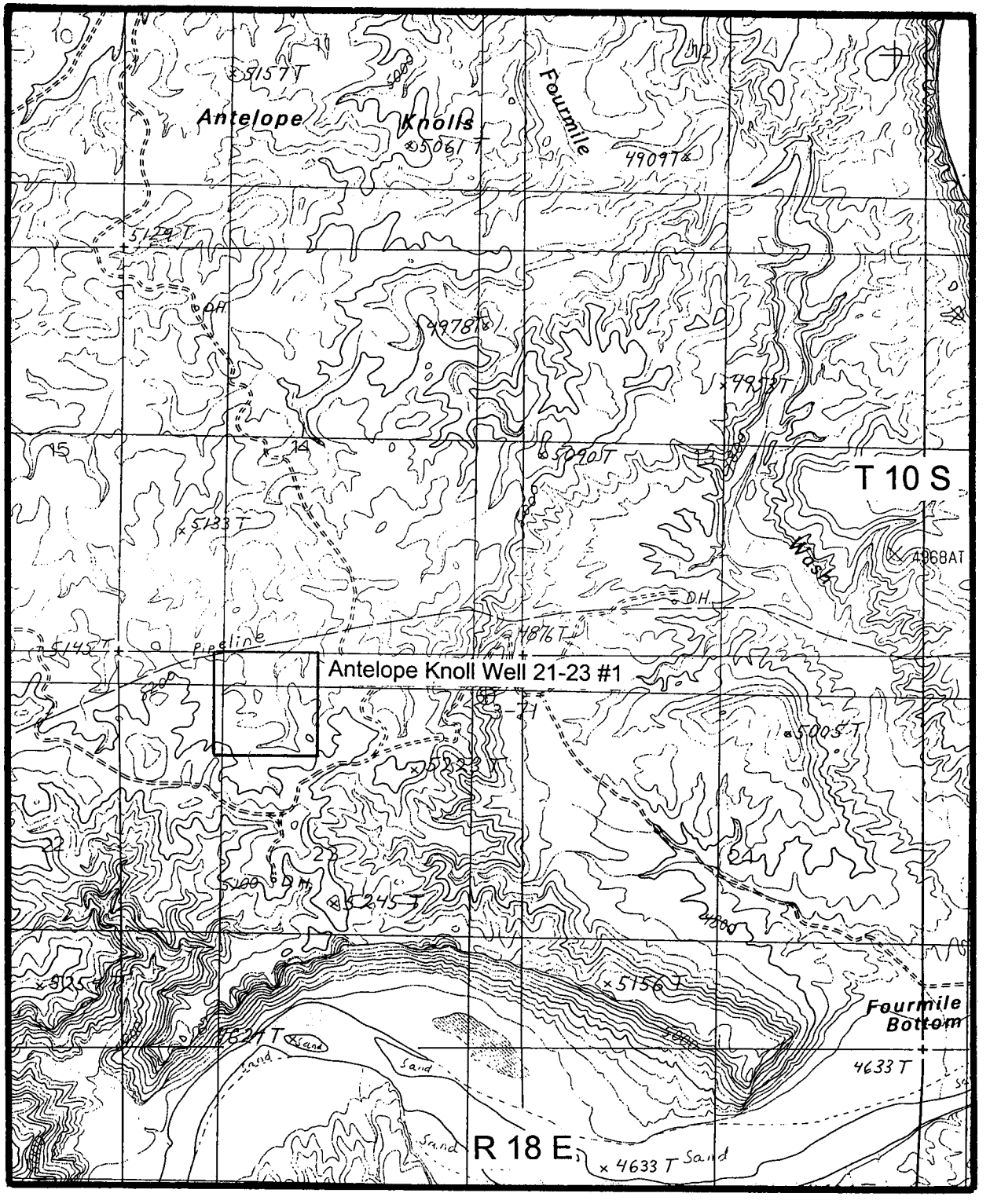


Figure 2. Inventory Area of Phillips Petroleum's Antelope Knoll 21-23 #1 Well Location. USGS 7.5' Moon Bottom, UT 1985. Scale 1:24000.

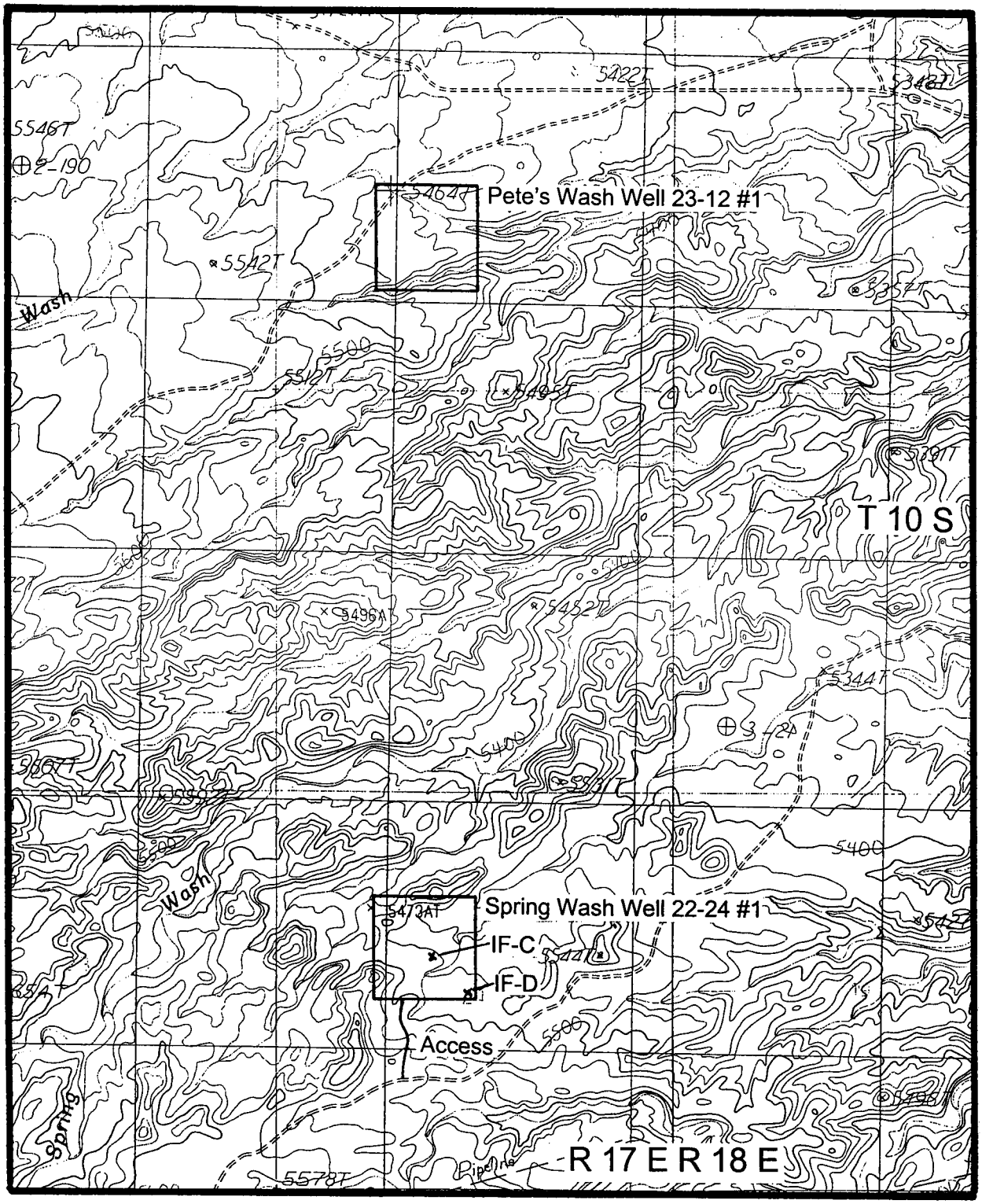


Figure 3. Inventory Area of Phillips Petroleum's Petes Wash 23-12 #1 and Spring Wash 22-24 #1 Well Locations showing Cultural Resource. USGS 7.5' Crow Knoll, UT 1985. Scale 1:24000.

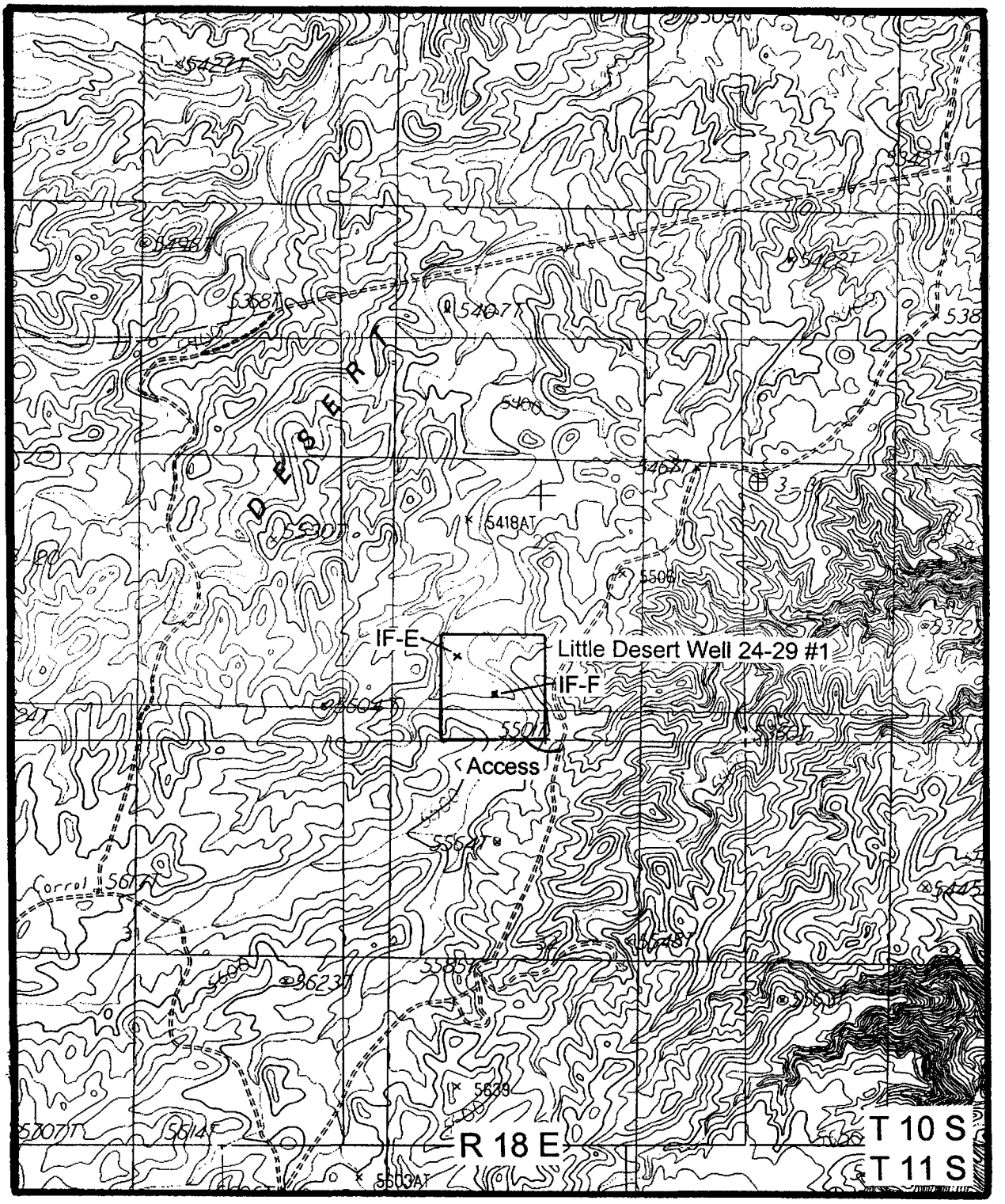


Figure 4. Inventory Area of Phillips Petroleum's Little Desert 24-29 #1 Well Location showing Cultural Resource. USGS 7.5' Crow Knoll, UT 1985. Scale 1:24000.

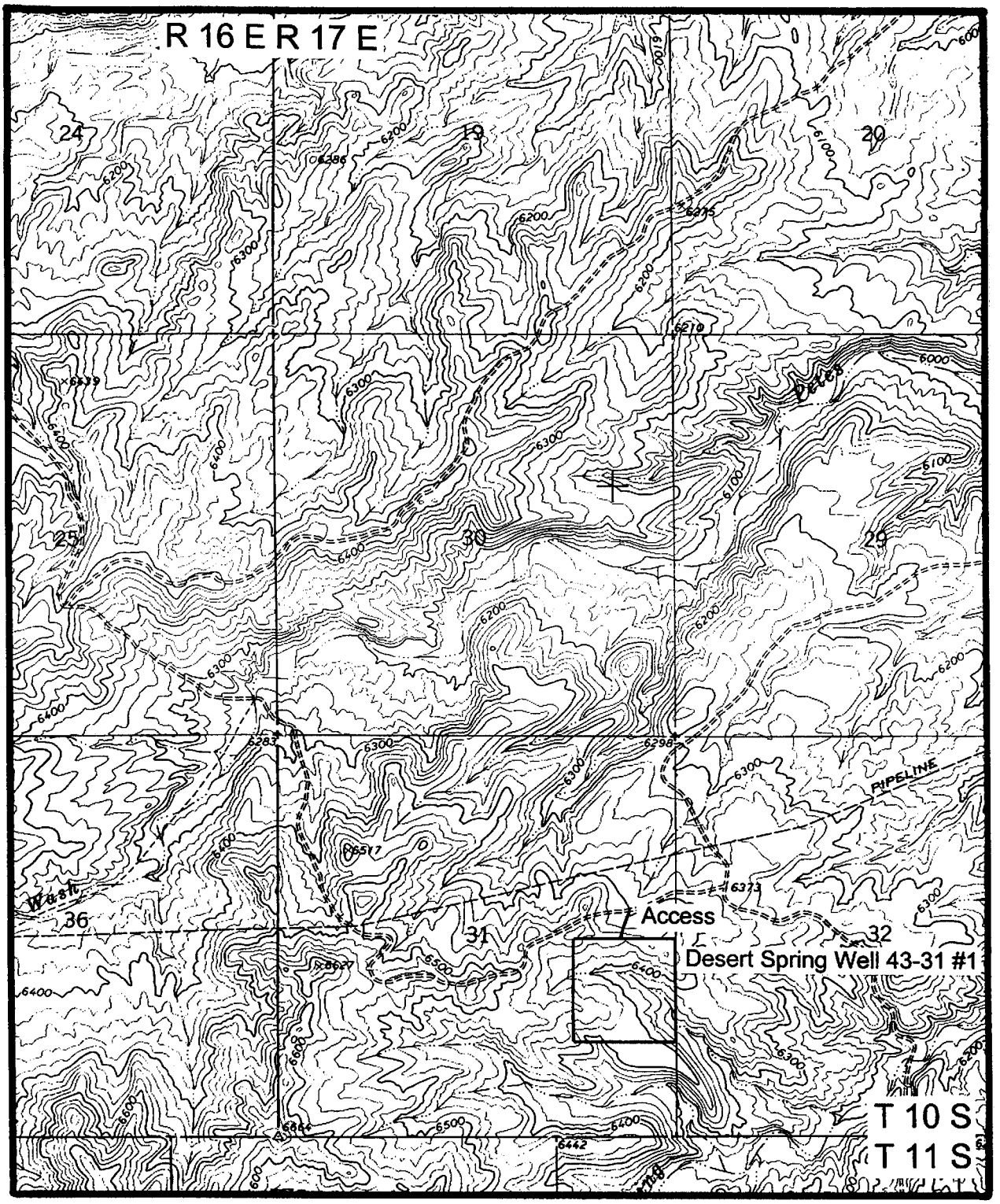


Figure 5. Inventory Area of Phillips Petroleum's Desert Spring 43-31 #1 Well Location. USGS 7.5' Wilkin Ridge, UT 1965. Scale 1:24000.

In 2001, MOAC conducted an inventory of the Phillips Petroleum proposed pipeline for the Federal 31-29-9-19 well location (Montgomery 2001a). The inventory resulted in the relocation of 42Un1181, evaluated as not eligible to the NRHP. Also in 2001, MOAC inventoried proposed well locations Federal 24-7-1 and Federal 12-17-1 for Phillips Petroleum (Montgomery 2001b). This inventory resulted in the documentation of two isolated finds of artifacts. A third inventory was conducted in 2001 by MOAC in the vicinity of the current project area for Phillips Petroleum (Montgomery 2001c). This inventory of the proposed well location 23-29-9-19 resulted in the relocation of the previously documented site 42Un1181.

DESCRIPTION OF PROJECT AREA

The project area lies west of the Green River, and south of Eightmile Flat, in the Little Desert area of the Uinta Basin, to the south of Myton, Utah. The legal descriptions of the proposed seven well locations are found in Table 1. In general, the study area is situated within the Tavaputs Plateau division of the Uintah Basin physiographic province (Stokes 1986). Topographically, this area consists of highly dissected ridges with sandstone knolls and ledges. Soils encountered were rocky, shaley, silty, and sandy loam, derived from underlying sandstone exposures. The upper Eocene Uinta Formation is composed of eroded outcrops formed by fluvial deposited stream laid interbedded sandstone and mudstone. This formation is well-known for its fossiliferous nature and distinctive mammalian fauna of mid-Eocene Age, and is the type formation for the Uintan Land Mammal Age (Wood et al. 1941). Common vertebrate include turtles, crocodilians, fish, and some mammals. The nearest permanent water source is the Green River located about to the east. Named intermittent drainages include Sheep Wash, Fourmile Wash, Desert Spring Wash, and Pete's Wash. The elevation ranges from 4780 to 5520 feet a.s.l. Vegetation is a Shadscale Desert Community that includes greasewood, shadscale, rabbitbrush, Russian thistle, Mormon tea, snakeweed, yucca, prickly pear cactus, and Indian ricegrass. Modern disturbances consist of oil/gas development, livestock grazing, and roads.

Table 1. Legal Description of the Seven Proposed Well Locations

Well Location Designation	Legal Location	Cultural Resource
River Bend Well 12-29 #1	T9S, R19E, Sec. 29 SW/NW	IF-A, IF-B
River Bend Well 31-31 #1	T9S, R19E, Sec. 31 NW/NE	None
Antelope Knoll Well 21-23 #1	T10S, R18E, Sec. 23 NE/NW	None
Pete's Wash Well 23-12-#1	T10S, R17E, Sec. 12 NE/SW	None
Spring Wash Well 22-24 #1	T10S, R17E, Sec. 24 SE/NW	IF-C, IF-D
Little Desert Well 24-29 #1	T10S, R18E, Sec. 29 SE/SW	IF-E, IF-F
Desert Spring Well 43-31 #1	T10S, R17E, Sec. 31 NE/SE	None

SURVEY METHODOLOGY

An intensive pedestrian survey was performed for this project which is considered 100% coverage. The archaeologists walked parallel transects across the 40-acre inventory parcels, spaced no more than 10 m (30 ft) apart. Ground visibility was considered good. A total of 280 acres was inventoried on BLM administered land, Vernal Field Office.

INVENTORY RESULTS

The inventory resulted in the location of a previously recorded site, 42Un1181, that was observed along the east edge of proposed River Bend Well 12029 #1 well location. In addition, six isolated finds of artifacts were found (IF-A through IF-F).

Isolated Find A (IF-A) is located in the NE/SW/NW of Sec. 29, T 9S, R 19E; UTM 601528E/4428791N. It is a brown opaque chert core with 8 flakes detached from narrow and wide margins (5.5x4x1.5cm).

Isolated Find B (IF-B) is located in the SE/SW/NW of Sec. 29, T 9S, R 19E; UTM 601596E/4428488N. It consists of a gray opaque chert scraper with pressure flaking visible along a lateral edge and evidence of use wear.

Isolated Find C (IF-C) is located in the SE/SE/NW of Sec. 24, T 10S, R 17E; UTM 589200E/4420400N. It consists of a white opaque chert secondary decortication stage flake.

Isolated Find D (IF-D) is located in the SE/SE/NW of Sec. 24, T 10S, R 17E; UTM 589340E/4420200N. It consists of a white semitranslucent chert secondary decortication stage flake.

Isolated Find E (IF-E) is located in the NW/SE/SW of Sec. 29, T 10S, R 18E; UTM 592240E/4418220N. It consists of a solder dot closure evaporated milk can with a church key opening. It measures 3" in diameter, and 4-15/16" in length.

Isolated Find F (IF-F) is located in the SE/SE/SW of Sec. 29, T 10S, R 18E; UTM 592410E/4418080N. It consists of a sandstone portable milling groundstone fragment (9 [INC] x 7.2[INC] x 3.8 cm). One face exhibits 85% ground surface with pecking, and the opposite face shows approximately 25% ground surface with no pecking visible.

MANAGEMENT RECOMMENDATIONS

The inventory of seven proposed 40-acre well location parcels in the River Bend Project Area for Phillips Petroleum resulted in the recordation of six isolated finds of artifacts. These cultural resources are considered not eligible to the NRHP. Based on the findings, a determination of "no historic properties affected" is recommended for this project pursuant to Section 106, CFR 800.

REFERENCES CITED

Christensen, D.
1981 Inventory of the Moon Lake Transmission Lines in Uintah County, Utah. Nickens and Associates, Montrose, CO.

Conners, C.E.
2000 Class III Cultural Resource Inventory of the Proposed Federal #31-29 Well Location and 1.0 Mile of Related Access in Uintah County, Utah. Grand River Institute, Grand Junction. Report No. U-00-GB-0441b.

Hauck, F.R.
1980 Evaluation of the MAPCO River Bend Sample Survey Units in the Eight Mile Flat, Green River Locality, Uintah County, Utah. Archeological-Environmental Research Corporation, Bountiful, Utah.

Montgomery, K.R.
2001a Cultural Resource Inventory of Phillip Petroleum's Proposed Pipeline For Federal 31-29-9-19 Well Location, Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-01-MQ-0213b. On file at the BLM Vernal Field Office.

2001b Cultural Resource Inventories of Phillip Petroleum's Well Locations Federal 24-7-1 and Federal 12-17-1 in Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-01-MQ-0036b. On file at the BLM Vernal Field Office.

2001c Cultural Resource Inventory of Phillip Petroleum's Proposed Well Location #23-19-9-19, Uintah County, Utah. Montgomery Archaeological Consultants, Moab, Utah. Project No. U-01-MQ-0257b. On file at the BLM Vernal Field Office.

Stokes
1986 *Geology of Utah*. Utah Museum of Natural History, University of Utah, Salt Lake City.

Wood, H.E., R.W. Chaney, J. Clark, E.H. Colbert, G.L. Jepsen, J.B. Reedside, Jr., and C. Stock
1941 Nomenclature and correlation of the North American continental Tertiary. Bulletin of the Geological Society of America 52: 1-48.

Paleontological Resource Inventory Report

Phillips Wells:

Spring Wash 22-24 #1
Pete's Wash 23-12 #1
Desert Spring 43-31 #1
Little Desert 24-29 #1
Antelope Knolls 21-23 #1
Riverbend 31-31 #1
Riverbend 12-29 #1

Duchesne & Uintah Counties, Utah

11 August 2001

Prepared by Rod Scheetz, Ph.D.
485 Fruitwood Drive
Grand Junction, CO 81504
970-434-9089

INTRODUCTION

At the request of Jon Holst, of Jon D Holst & Associates, as recommended by Blaine Phillips of the BLM, a paleontological inventory of seven 40 acre parcels for Phillips Petroleum, was conducted by Rod Scheetz on 19-24 June 2001. The survey was conducted under Paleontological Resources Use Permit #UT-S-01-004. This survey to locate, identify and evaluate paleontological resources was done to meet requirements of Executive Order 11593, The National Environmental Act of 1969, and other Federal laws and regulations that protect paleontological resources.

FEDERAL AND STATE REQUIREMENTS

As mandated by the US Department of the Interior Bureau of Land Management, paleontologically sensitive geologic formations included in BLM lands involved in exchanges need be evaluated for their paleontological resources. This requirement complies with:

1) The Historic Sites Act of 1935 (P.L. 74-292; 49 Stat. 666, 16 U.S.C. 461 *et seq.*);
2) The National Environmental Policy Act of 1969 (NEPA)(P.L. 91-190; 31 Stat. 852, 42 U.S.C. 44321-4327);
3) The Federal Land Policy and Management Act of 1976 (P.L. 94-579; 90 Stat. 2743, U.S.C. 1701-1782);
4) Under policy dictated by the BLM paleontology planning mitigation document IM-96-67 (4 March 1996) formations are ranked according to their paleontological potential:

- *Condition 1* is applied to those areas known to contain fossil localities, and special consideration of the known resources is in need of evaluation.
- *Condition 2* is applied to areas that have exposures of geologic rock units known to have produced fossils elsewhere.
- *Condition 3* are areas unlikely to produce fossils based on surficial geology.

Although these guidelines apply mostly to vertebrate fossils, they are equally designed to help protect rare plant and invertebrate fossils, especially "type" localities. Likewise, many fossils, though common and unimpressive in and of themselves, can be important paleo-environmental, depositional, and chronostratigraphic indicators.

PREVIOUS WORK

The Uinta Formation, within the Uinta Basin in northeast Utah, is composed primarily of lacustrine sediments in the west, and fluvial clays, muds and sands in the east (Bryant et al, 1990; Ruder et al, 1976). The Uintah Formation is well-known for its fossiliferous nature and distinctive mammalian fauna of mid-Eocene Age, and is the type formation for the Uintan Land Mammal Age (Wood et al, 1941).

Early stratigraphic work within the Uinta Formation focused on the definition of rock units and attempted to define a distinction between early and late Uintan faunas (Riggs, 1912; Peterson and Kay, 1931; Kay 1934). The emphasis in more recent decades focused on magnetostratigraphy, radioscopic chronology, and continental biostratigraphy (Flynn 1986, prothero, 1990; Prothero and Swisher, 1990; Prothero and Swisher, 1992; Walsh, 1996). (See Walsh 1996 for recent review.) Previous consensus suggests early and late Unitan faunas coincided with Uinta B and Uinta C rock respectively. However, this view is currently being challenged and tested by workers from Washington University.

FIELD METHODS

Considerable effort was made to locate, identify and evaluate any and all significant fossils or fossil horizons exposed within the designated boundary. Areas of prime attention were erosional surfaces and fresh outcrops. These areas were surveyed for exposed vertebrate, invertebrate, and plant fossils. Anthills were investigated to identify possible microvertebrate horizons that would not otherwise be evident on weathered surfaces. Contacts along sandstone units provided several invertebrate trace fossils. Fossil bone fragments are common throughout the area surveyed. Especially common are fossil turtle or tortoise fragments exhibiting various stages of deterioration. Because of their abundance the majority of the turtle fragments were not recorded. However, all fossil chelonians represented by a significant portion of an individual and those useful in identifying fossiliferous horizons were recorded. The resistant nature of carapace and plastron parts allows for a single deteriorated turtle to fragment and scatter over an area of up to ten square meters (personal observation). Other vertebrate fossils will, on the other hand, deteriorate completely in place and will not be noticed unless discovery is made during initial stages of exposure. The presence of turtle fossils is indicative of favorable preservational conditions, and their presence should not therefore be ignored. Only a cursory survey was performed on soil horizons, because fossil fragments, although common, are out of place and weathered, providing little information.

DRILL-WELL DESCRIPTIONS

SUMMARY TABLE

Prospect Name	Well Name	Location	Findings	Clearance Status
Spring Wash	22-24 #1	SE/NW Sec 24 T10S R17E	turtle cast	**Clear**
Pete's Wash	23-12 #1	NE/SW Sec 12 T10S R17E	invert traces	**Clear**
Desert Spring	43-31 #1	NE/SE Sec 31 T10S R17E	no fossils	**Clear**
Little Desert	24-29 #1	SE/SW Sec 29 T10S R18E	invert traces, turtle frags	**Clear**
Antelope Knoll	21-23 #1	NE/NW Sec 23 T10S R18 E	turtle frags	**Conditional**
Riverbend	31-31 #1	NW/NE Sec 31 T9S R19E	invert traces	**Clear**
Riverbend	12-29 #1	SW/NW Sec 29 T9S R19E	invert traces	**Clear**

PHILLIPS 22-24 #1

Location of Project:
A paleontological resource survey was conducted on a large 40 acre parcel for Spring Wash well location Phillips 22-24 #1 SE/NW Sec 24, T 10 S, R 17 E) and access (Fig. 1) near Spring Wash in the Little Desert area, within the Crow Knoll , Utah USGS Quadrangle Map, Uintah County, Utah.

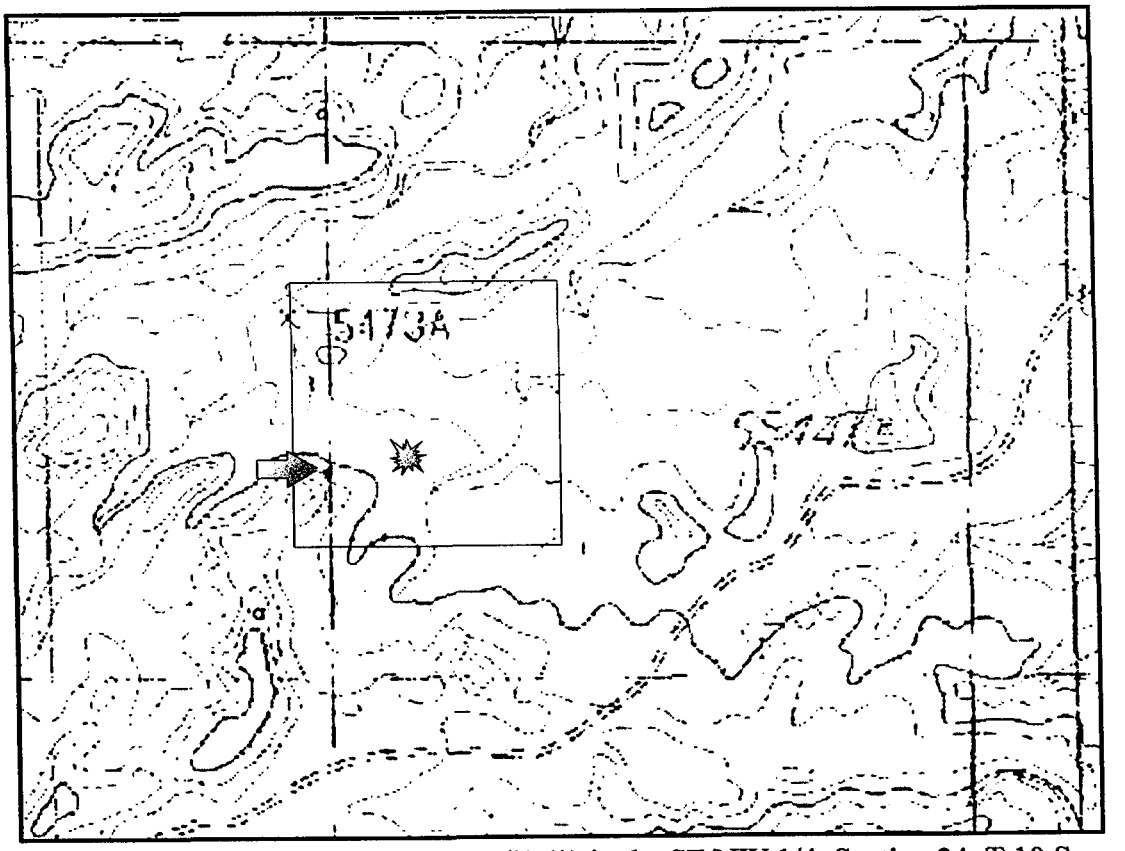


Figure 1. Location of Phillips 22-24 #1 (*) in the SE/NW 1/4, Section 24, T 10 S, R 17 E. Portion of internal cast of turtle (arrow) near west edge of parcel. Scale: 1"= 0.188 miles.

Geological and Paleontological Overview:

The geomorphology of the SE/NW of Section 24 is controlled by less than 80 stratigraphic feet of predominantly fluvial lithosomes forming short hills capped by resistant red sandstone and siltstone units separated by a broad flat drainage of alluvium and eolian sands. Some low relief exhumed channel sands are exposed within the broad expanse of the lowland. Areas not covered in soils and wind-blown sands provide ample outcrop exposures.

Thick sandstone units on the hills bear occasional isolated bone fragments. Fossil bone fragments are common within the parcel, consisting mostly of fossil turtle/tortoise shell. Most weathered bone occurs as small quarter- and dime-size fragments, with edges worn and rounded. These fragments are especially abundant in the nearly flat outwash drainages. Their worn condition and scattered distribution suggest they occur as lag, either washed in from higher ground, or deflated from an overlying unit.

In a thick brown, medium-grained sandstone unit on the hill within the southwest portion of the parcel (Fig.1), an inner cast of a small ½ turtle was found. The fossil had been exposed for a considerable time for much of it to have disintegrated away. No diagnostic features remain.

Survey Findings:

Only one locality was identified as an individual turtle eroding in place. This locality, however, bear fossils in such advanced stages of deterioration, there is little hope of salvage. No diagnostic features remain. Considering the abundance of similar turtles throughout the Uinta Formation, no mitigation will be required.

Label on map (Fig. 1)	UTM Coordinates	Fossil Type
Arrow	588998.1 m E 4420322.3 m N Z 12	Inner cast Turtle

Recommendations:

Based on a ground survey, we find no evidence of fossils, or fossil horizons, that would indicate the need to limit development for a drill pad or access road within the SE/NW of Section 24.

Paleo Clearance Granted

PHILLIPS 23-12 #1

Location of Project:
A paleontological resource survey was conducted on a large 40 acre parcel for Pete's Wash well location Phillips 23-12 #1 NE/SW Sec 12, T 10 S, R 17 E) and access (Fig. 2) near the south edge of Eightmile Flat, within the Croll Knoll , Utah USGS Quadrangle Maps, Uintah County, Utah.

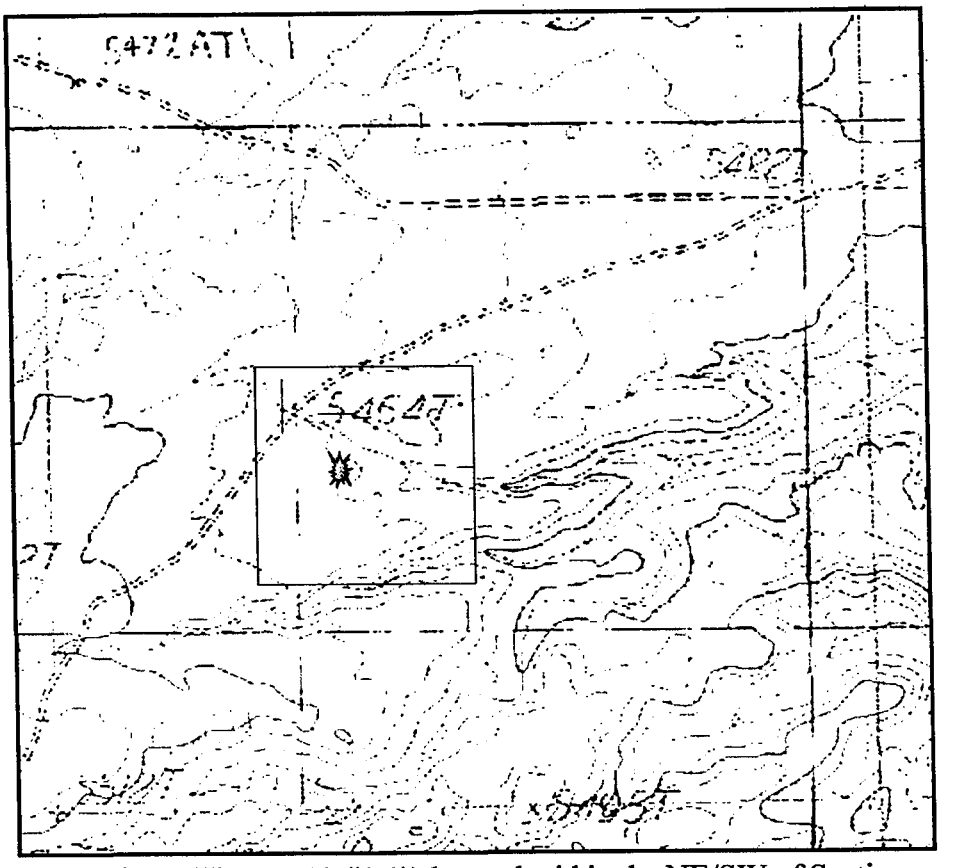


Figure 2. Phillips 23-12 #1 (*) located within the NE/SW of Section 12, T 10 S, R 17 E. Scale: 1"= 0.236 miles.

Geological and Paleontological Overview:

The geomorphology of the NE/SW of Section 12 consists of a relatively flat- to gently sloping terrace, cut by a drainage on the south edge of the parcel and within the eastern portion. Nearly 90% of the parcel is covered in residuum, soils, or alluvium. Along drainages, bedrock is composed of less than 50 stratigraphic feet of predominantly lacustrine tan claystones and some fluvial sandstone and siltstone lenses 6" to 2' thick, often mottled with crayfish burrows. Some outcrop occurs on top the terrace flat, but is often obscured by residuum.

Survey Findings:

Invertebrate trace fossils of crayfish are common in fluvial units, but no vertebrate fossils were discovered.

Recommendations:

Based on a ground survey, we find no evidence of fossils, or fossil horizons, indicating the need to limit development for a drill pad or access road within the NE/SW of Section 12.

Paleo Clearance Granted

PHILLIPS 43-31 #1

Location of Project: A paleontological resource survey was conducted on a large 40 acre parcel for Desert Spring well location Phillips 43-31 #1 NE/SE Sec 31, T 10 S, R 17 E) and access (Fig. 3) just north of Desert Spring and about 3 miles south of Wilken Ridge, on the Wilken Ridge, Utah USGS Quadrangle Map, Duchesne County, Utah.

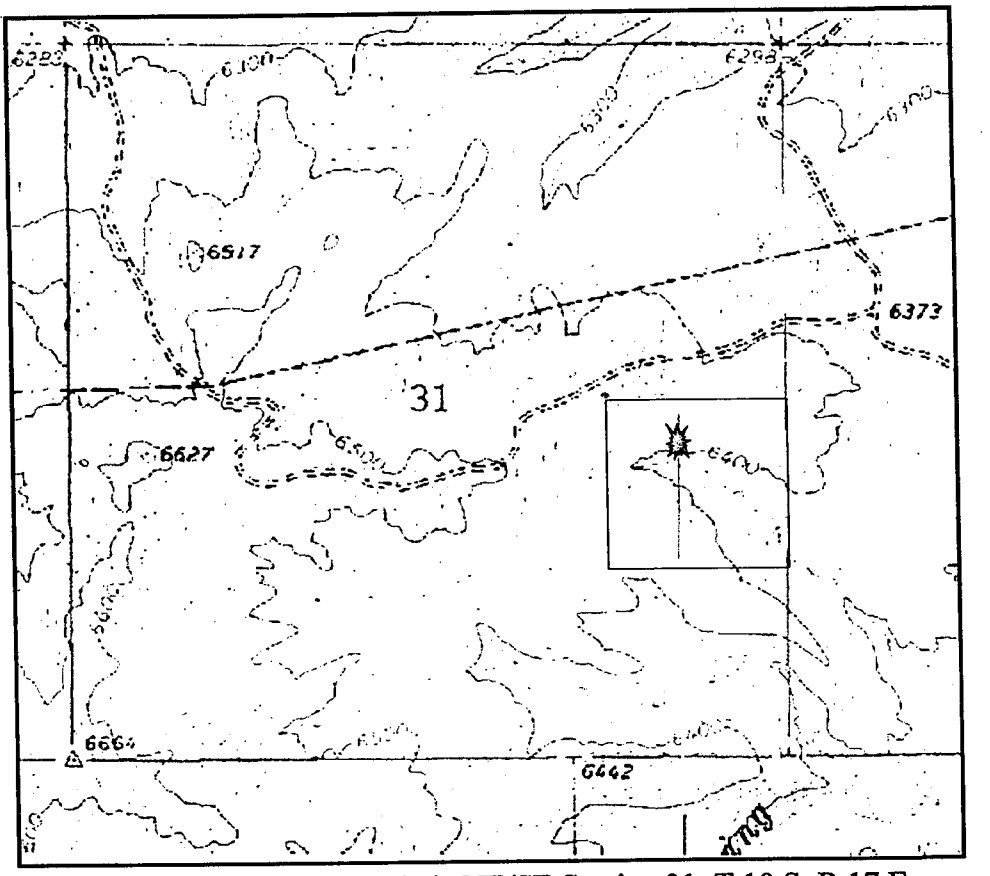


Figure 3. Phillips 43-31 #1 (*) in NE/SE Section 31, T 10 S, R 17 E, Duchesne County, Utah. Scale: 1"= 0.271 miles.

Geologic and Paleontological Overview:

The geomorphology of the NE/SE of Section 31 consists of moderate slopes almost entirely covered in residuum, alluvium, and soils. Some 6" to 1' thick persistent silty limestones occur as outcrop on hillsides on the north and south side of the parcel's primary drainage. The top of the north hill is capped by a thick brown medium-to fine-grained sandstone with moderately low crossbeds. Strata within this parcel are predominantly lacustrine, with some fluvially influenced units. No fossils were discovered.

Survey Findings:

No fossils were discovered.

Recommendations:

Based on a ground survey, we find no evidence of fossils, or fossil horizons, indicating the need to limit development for a drill pad or access road within the NE/SE of Section 31.

Paleo Clearance Granted

PHILLIPS 24-29 #1

Location of Project:
A paleontological resource survey was conducted on a large 40 acre parcel for Little Desert well location Phillips 24-29 #1 (SE/SW Sec 29, T 10 S, R 18 E) (Fig. 4) near the middle of the Little Desert within the Crow Knoll , Utah USGS Quadrangle Map, Uintah County, Utah.

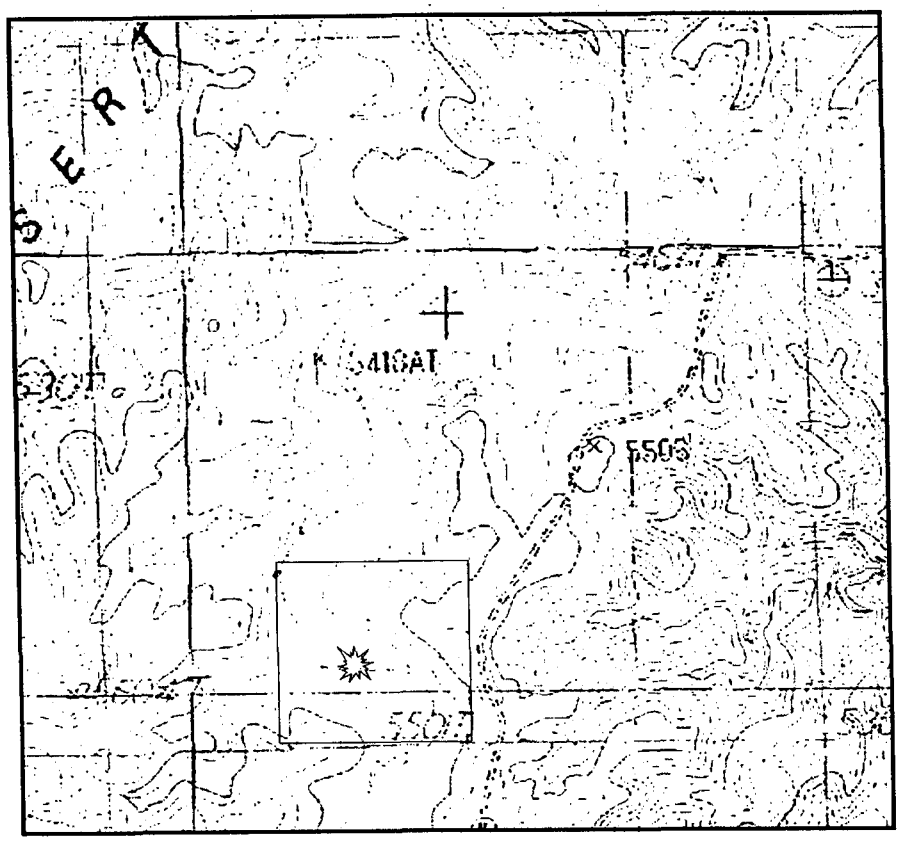


Figure 4. Phillips 24-29 #1 (*) located in the SE/SW Section 29, T 10 S, R 18 E, Uintah County, Utah. Scale: 1"= 0.271 miles.

Geological and Paleontological Overview:

The geomorphology of the SE/SW of Section 29 consists of a broad open drainage with gentle sloping hills to the sides. The parcel is mostly covered by alluvium, eolian sands and thin soils. Bedrock is composed of less than 30 stratigraphic feet of predominantly lacustrine tan claystones and some fluvial sandstone and siltstone lenses 6" to 2' thick, often mottled with crayfish burrows. Scattered turtle shell fragments are common.

Survey Findings:

Invertebrate trace fossils of crayfish are common in fluvial units, and weathered turtle shell scatter from deteriorated turtles are not unusual, but their original source in rock is undiscernable.

Recommendations:

Based on a ground survey, we find no evidence of fossils, or fossil horizons, indicating the need to limit development for a drill pad or access road within the SE/SW of Section 29.

Paleo Clearance Granted

PHILLIPS 21-23 #1

Location of Project:
A paleontological resource survey was conducted on a large 40 acre parcel for Antelope Knolls well location Phillips 21-23 #1 (NE/NW Section 23, T 10 S, R 18 E) and access (Fig. 5) located one mile south of Antelope Knolls on east end of Little Desert, within the Moon Bottom , Utah USGS Quadrangle Map, Uintah County, Utah.

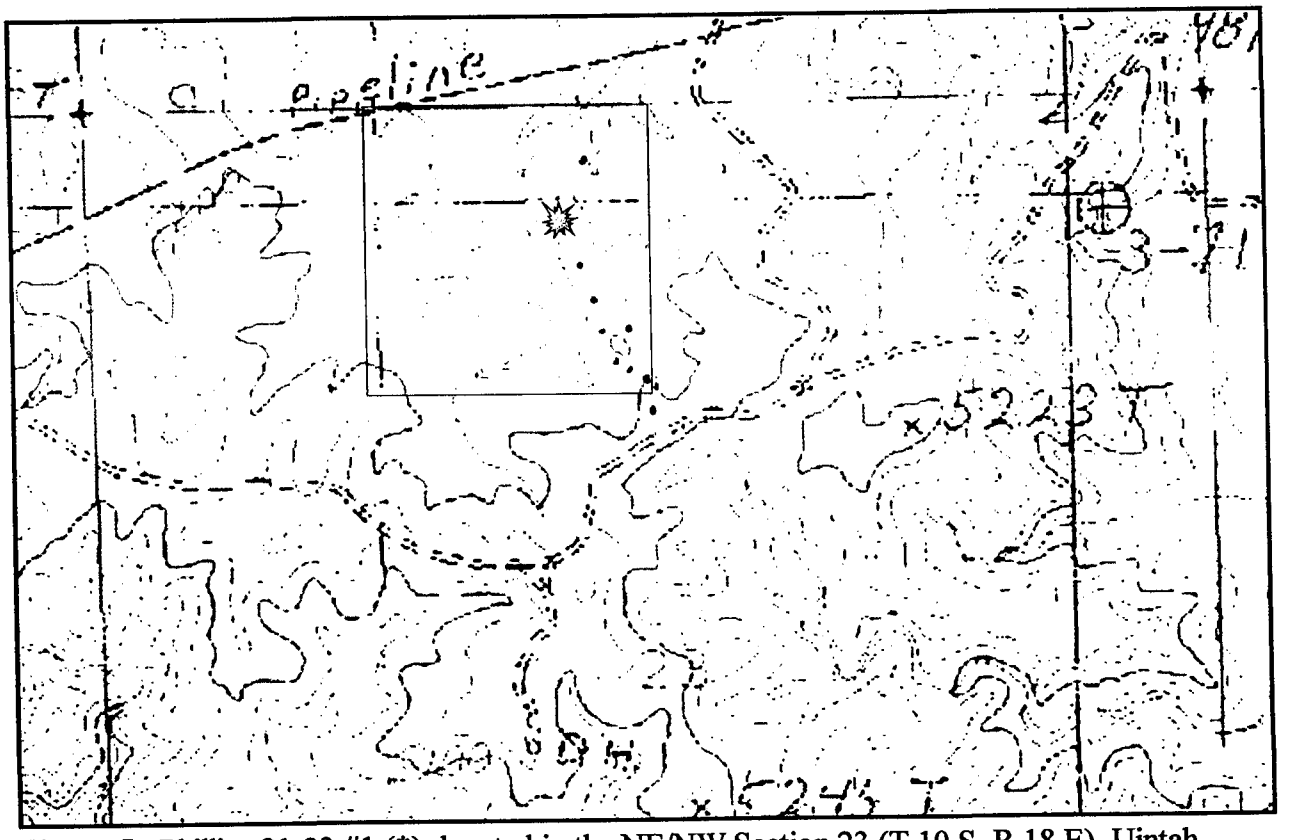


Figure 5. Phillips 21-23 #1 (*), located in the NE/NW Section 23 (T 10 S, R 18 E), Uintah County, Utah. Access road in green. Turtle scatters shown by dots. Scale: 1"= 0.170 miles.

Geological and Paleontological Overview:

The geomorphology of the NE/NW of Section 23 consists of moderately sloping hills around drainages, much of which is covered in a veneer of residuum. The slopes are especially shingled in thin veneer of rock debris. Sediments are primarily of lacustrine origin, with some fluvial units dispersed within the section. One north trending fluvial unit forms a resistant ridge and knoll within the south east corner of the tract. An access road was surveyed and marked with lath

along the east side of the ridge. Along the west side of the same ridge, turtle shell fragments occur in at least three locations (Fig 5. marked by dots) all along a single horizon. An internal cast of a turtle also occurs within the bottom of the drainage near the north end of the 40 acre tract (Fig. 5).

Survey Findings:

Several individual turtles were discovered in advanced stages of deterioration. Although there is little to no hope in recovering the individual turtles, they indicate a fossiliferous horizon. Their locations are as follows:

Label on map (Fig. 5)	UTM Coordinates	Fossil Type
Dot	597367.8 m E 4420755.7 m N Z 12	Turtle-scatter
Dot	597350.6 m E 4420766.5 m N Z 12	Turtle-scatter
Dot	597328.6 m E 4420812.4 m N Z 12	Turtle-scatter
Dot	597305.6 m E 4421054.6 m N Z 12	Turtle cast

Recommendations:

Although the turtles discovered along the ridge within the southeast corner of the tract are deteriorated beyond recovery, they do represent a fossil horizon that should be avoided. The surveyed access into the proposed well is marked by lath, and runs along the opposite side of the ridge from the turtle remains. This route not only avoids the exposed turtles, but it also runs along a bench slightly lower stratigraphically than the turtle horizon, so any development along the east side will still avoid the sensitive unit.

Conditional Paleo Clearance Granted

PHILLIPS 31-31 #1

Location of Project:
A paleontological resource survey was conducted on a large 40 acre parcel for Riverbend well location Phillips 31-31 #1 (NW/NE Sec 31, T 9 S, R 19 E (Fig. 6)) located one mile north of Desert Spring Wash and about one mile north west of a large bend in the Green River, within the Moon Bottom , Utah USGS Quadrangle Map, Uintah County, Utah.

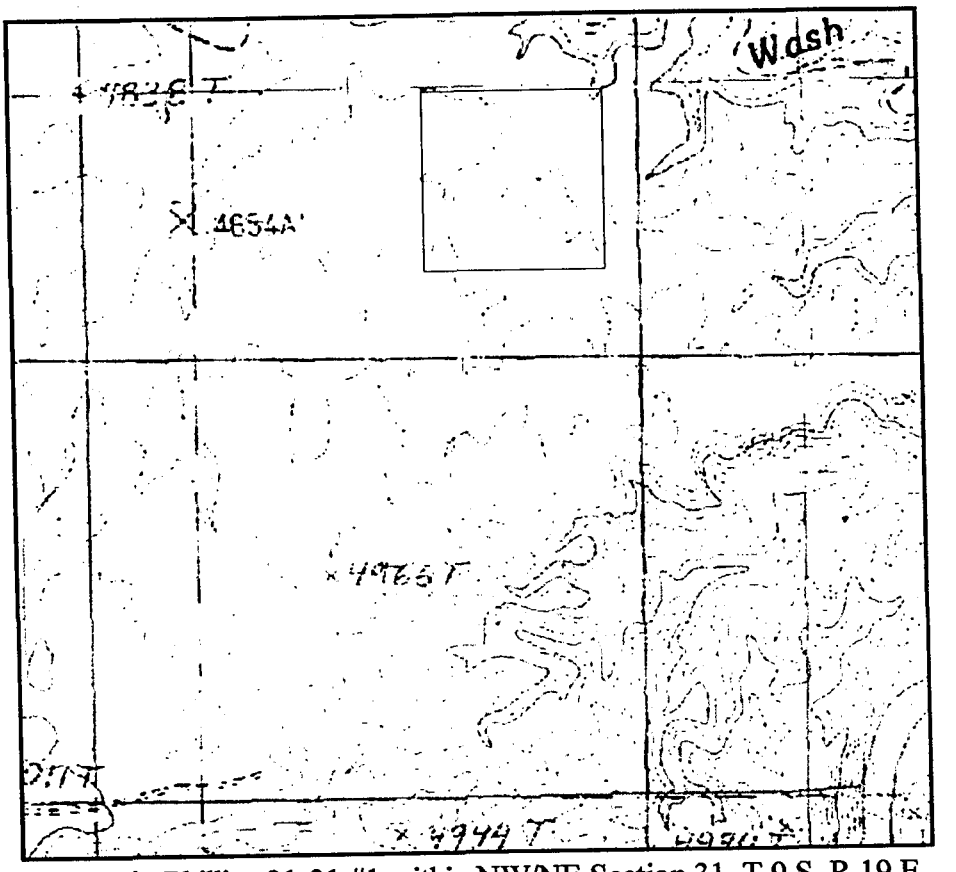


Figure 6. Phillips 31-31 #1 within NW/NE Section 31, T 9 S, R 19 E, in Uintah County, Utah. Scale: 1"= 0.271 miles.

Geological and Paleontological Overview:
The geomorphology of the NW/NE of Section 31 consists of a relatively broad flat- to gently sloping drainage, much of which is covered in a veneer of alluvium, residuum, and soils. Outcrops consist of low ridges of desert varnished sandstone on reddish to gray non-smectitic clays. Occasional crayfish burrows occur within the fluvial sandstone units. All outcrops are mature. Small isolated turtle shell fragments exist, but are rare.

Survey Findings:
Invertebrate trace fossils of crayfish are common in fluvial units, but no significant vertebrate fossils were discovered.

Recommendations:
Based on a ground survey, we find no evidence of fossils, or fossil horizons, indicating the need to limit development for a drill pad or access road within the NW/NE of Section 31.

Paleo Clearance Granted

PHILLIPS 12-29 #1

Location of Project:
A paleo resource survey was conducted on a large 40 acre parcel for Riverbend well location Phillips 12-29 #1 (SW/NW Sec 29, T 9 S, R 19 E) (Fig. 7) near the southeastern portion of Eightmile Flat, one mile west of the Green River, within the Uteland Butte , Utah USGS Quadrangle Map, Uintah County, Utah.

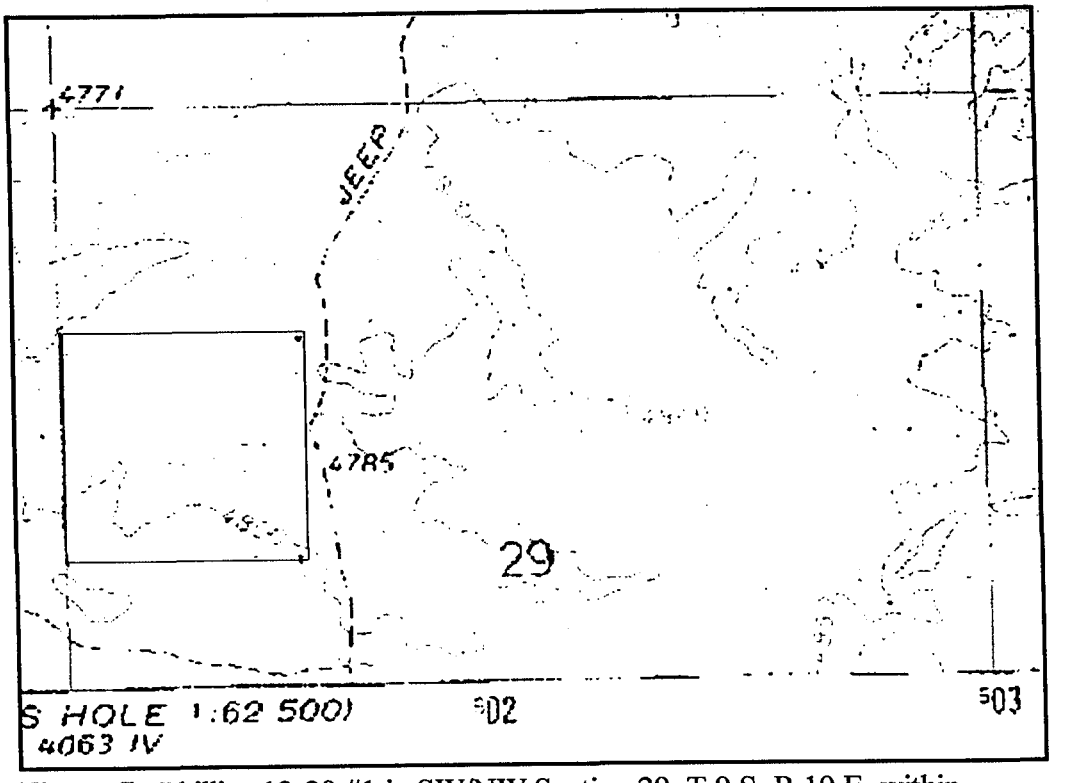


Figure 7. Phillips 12-29 #1 in SW/NW Section 29, T 9 S, R 19 E, within Uintah County, Utah. Scale: 1"= 0.209 miles.

Geological and Paleontological Overview:

The geomorphology of the SW/NW of Section 29 consists of a gently sloping topography of low relief hills and ridges capped by resistant red sandstone and siltstone units, often mottled with crayfish burrows. Tops of hills and gentle slopes 70% covered in veneer of eolian sands and residuum. Fossil turtle shell fragments are common, but occur eroded and non-diagnostic. No fossils were found *in situ*, but probably result as lag or deflation debris.

Survey Findings:

Invertebrate trace fossils of crayfish are common in fluvial units, but no significant vertebrate fossils were discovered.

Recommendations:

Based on a ground survey, we find no evidence of fossils, or fossil horizons, indicating the need to limit development for a drill pad or access road within the SW/NW of Section 29.

Paleo Clearance Granted

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002

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 01/25/2002

API NO. ASSIGNED: 43-047-34472

WELL NAME: FEDERAL 31-31-6 1

OPERATOR: PHILLIPS PETROLEUM (N1475)

CONTACT: CATHI BOLES

PHONE NUMBER: 303-643-3950

PROPOSED LOCATION:

NWNE 31 090S 190E

SURFACE: 1055 FNL 2334 FEL

BOTTOM: 1055 FNL 2334 FEL

UINTAH

PARIETTE BENCH (640)

LEASE TYPE: 1 - Federal

LEASE NUMBER: UTU-76489

SURFACE OWNER: 1 - Federal

PROPOSED FORMATION: MNCS

INSPECT LOCATN BY: / /

Tech Review	Initials	Date
Engineering		
Geology		
Surface		

RECEIVED AND/OR REVIEWED:

✓ Plat

✓ Bond: Fed[1] Ind[] Sta[] Fee[]
(No. 888912)

N Potash (Y/N)

N Oil Shale 190-5 (B) or 190-3 or 190-13

✓ Water Permit
(No. PRWID)

N RDCC Review (Y/N)
(Date:)

N/A Fee Surf Agreement (Y/N)

LOCATION AND SITING:

___ R649-2-3. Unit

___ R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells

✓ R649-3-3. Exception

___ Drilling Unit
Board Cause No:
Eff Date:
Siting:

___ R649-3-11. Directional Drill

COMMENTS: River Bend Field SOP, separate file.

STIPULATIONS: 1-Fed. Approval
2-Spacing Stip.

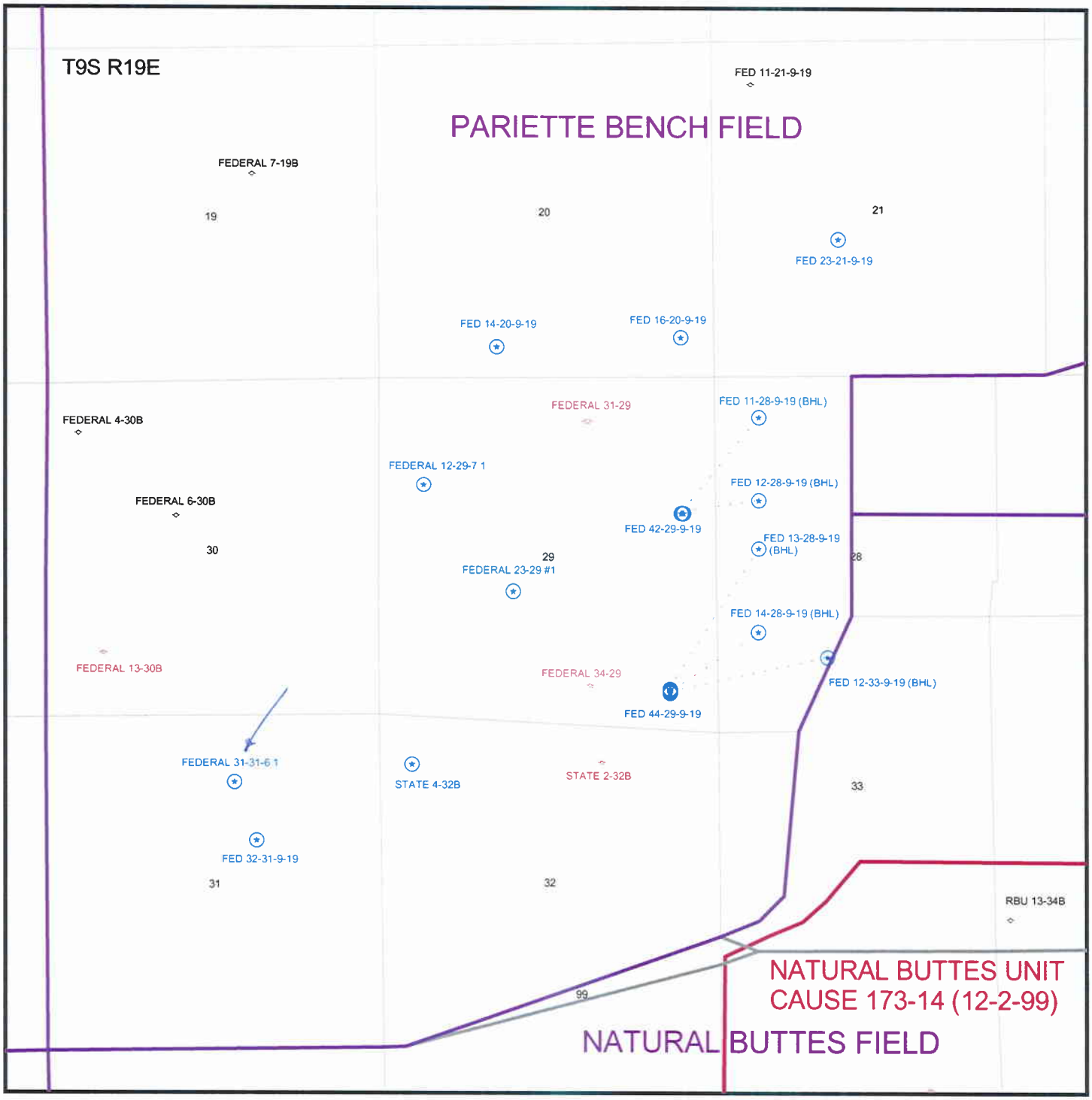
Utah Oil Gas and Mining

OPERATOR: PHILLIPS PETRO CO (N1475)

SEC. 31, T9S, R19E

FIELD: PARIETTE BENCH (640)

COUNTY: UINTAH SPACING: R649-3-3/EX LOC



PREPARED BY: LCORDOVA
DATE: 1-FEBRUARY-2002

PHILLIPS PETROLEUM COMPANY

9780 MT. PYRAMID CT., SUITE 200
ENGLEWOOD, CO 80112

AMERICAS DIVISION

February 8, 2002

Mr. Howard Sharpe – Vice President
Gasco Energy, Inc.
14 Inverness Drive East, Suite H-236
Englewood, CO 80112

RE: Exception Location
Phillips' Federal 31-31-6 #1
Riverbend Area
Uintah County, Utah

Gentlemen:

Phillips Petroleum Company, hereby requests your consent as owners of the lease for the referenced well drillsite (federal lease UTU-76489), which is an exception to the locating and siting requirements of Utah Administrative Code Rule R649-3-2.

Due to topographical constraints, it is not possible to stay within the permitted "window" for locating wells under R649-3-2. A copy of our submitted APD and location survey for this well are enclosed. As you know, this area has not been spaced for Mesaverde or Wasatch production.

Your approval is requested at your earliest convenience so that we may move forward with our permitting of this well. Please execute both originals of this letter and return to the undersigned. If you have any questions regarding this request, please call the undersigned at 303-643-3950.

Sincerely,

PHILLIPS PETROLEUM COMPANY

Cathi S. Boles

Cathi S. Boles
Health, Environment and Safety Clerk
Rocky Mountain Region

CONSENT TO EXCEPTION LOCATION AS REQUIRED TO DRILL THE PHILLIPS FEDERAL #31-31-6 #1 AT A LOCATION IN THE NW/4 NE/4 SECTION 31-T9S-R19E, UINTAH COUNTY, UTAH, BEING 1055' FSL AND 2334' FWL SECTION 31.

FNL FEL

GASCO ENERGY, INC.

BY: Howard Sharpe
ITS: VP
DATE: ~~FEBRUARY~~ April 11, 2002

RECEIVED
MAY 0 1 2002
DIVISION OF
OIL, GAS AND MINING

PHILLIPS PETROLEUM COMPANY

9780 MT. PYRAMID CT., SUITE 200
ENGLEWOOD, CO 80112

AMERICAS DIVISION

February 8, 2002

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14 Inverness Drive East, Suite H-236
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Sincerely,

PHILLIPS PETROLEUM COMPANY

Cathi S. Boles

Cathi S. Boles
Health, Environment and Safety Clerk
Rocky Mountain Region

CONSENT TO EXCEPTION LOCATION AS REQUIRED TO DRILL THE PHILLIPS FEDERAL #31-31-6 #1 AT A LOCATION IN THE NW/4 NE/4 SECTION 31-T9S-R19E, UINTAH COUNTY, UTAH, BEING 1055' FSL AND 2334' FWL SECTION 31.

GASCO ENERGY, INC.

BY: Howard Sharpe
ITS: VP
DATE: ~~FEBRUARY~~ April 11, 2002

RECEIVED

MAY 0 1 2002

DIVISION OF
OIL, GAS AND MINING

PHILLIPS PETROLEUM COMPANY
9780 Mt. Pyramid Ct., Suite 200
Englewood, Colorado 80112

April 30, 2002

Via FedEx Overnight

John Baza, Associate Director, Oil & Gas
Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Salt Lake City, Utah 84114

Re: Phillips Petroleum Company
Federal 31-31-6 No. 1 Well Exception Location
Section 31, Township 9 South, Range 19 East, SLBM
Uintah County, Utah

Dear Mr. Baza:

Reference is made to the pending application for permit to drill (APD) for the captioned well filed by Phillips Petroleum Company (Phillips). As you may recall, the well is to be drilled on federal lands owned or operated by Phillips, and Gasco Energy, Inc. (Gasco). The APD was filed by Phillips in January, 2002.

The lands on which this well is proposed to be located are subject to the locating and siting requirements of Utah Administrative Code Rule R649-3-2. Under that rule, each oil and gas well shall be located in the center of a 40 acre quarter-quarter section, or a substantially equivalent lot or tract or combination of lots or tracts as shown by the most recent governmental survey, with a tolerance of 200 feet in any direction from the center location, a "window" 400 feet square. The captioned well is to be drilled at a location 1055' FNL and 2334' FEL in the NW¼ NE¼ of Section 31. This location is an exception to the general siting rule and requires the written consent from owners within 460'. The other owner within 460' is Gasco.

Gasco, by virtue of their enclosed Consent, has approved the exception location. Phillips, by virtue of its application for the well, has approved the exception location. With the information provided with this letter and contained in your file for the pending APD, all requirements for approval of an exception location have been satisfied. Your prompt approval is therefore requested.

If you have any further questions or concerns regarding this application, please do not hesitate to contact me at (303) 643-3950. On behalf of Phillips, I thank you for your immediate attention to this matter.

Sincerely,

Cathi Boles

Cathi Boles
HES Clerk

Enc.

Cc: Ed Forsman, BLM
William H. Rainbolt

MAY 13 2002
RECEIVED

PHILLIPS PETROLEUM COMPANY

9780 MT. PYRAMID CT., SUITE 200
ENGLEWOOD, CO 80112

AMERICAS DIVISION

May 1, 2002

Mr. Howard Sharpe – Vice President
Gasco Energy, Inc.
14 Inverness Drive East, Suite H-236
Englewood, CO 80112

RE: Exception Location
Phillips' Federal 31-31-6 #1
Riverbend Area
Uintah County, Utah

Gentlemen:

Phillips Petroleum Company, hereby requests your consent as owners of the lease for the referenced well drillsite (federal lease UTU-76489), which is an exception to the locating and siting requirements of Utah Administrative Code Rule R649-3-2.

Due to topographical constraints, it is not possible to stay within the permitted "window" for locating wells under R649-3-2. A copy of our submitted APD and location survey for this well are enclosed. As you know, this area has not been spaced for Mesaverde or Wasatch production.

Your approval is requested at your earliest convenience so that we may move forward with our permitting of this well. Please execute both originals of this letter and return to the undersigned. If you have any questions regarding this request, please call the undersigned at 303-643-3950.

Sincerely,

PHILLIPS PETROLEUM COMPANY

Cathi S. Boles

Cathi S. Boles
Health, Environment and Safety Clerk
Rocky Mountain Region

CONSENT TO EXCEPTION LOCATION AS REQUIRED TO DRILL THE PHILLIPS FEDERAL #31-31-6 #1 AT A LOCATION IN THE NW/4 NE/4 SECTION 31-T9S-R19E, UINTAH COUNTY, UTAH, BEING 1055' FNL AND 2334' FEL SECTION 31.

GASCO ENERGY, INC.

BY: Howard O Sharp
ITS: VP
DATE: MAY 6, 2002

PHILLIPS PETROLEUM COMPANY
9780 Mt. Pyramid Ct., Suite 200
Englewood, Colorado 80112

May 2, 2002

Revised Form 3160-3
(Application for Permit to Drill)
Federal #31-31-6 No. 1

Via U.S. Mail

Ms. Lisha Cordova
Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801

Dear Ms. Cordova:

Phillips Petroleum Company (Phillips) respectfully submits a revised Form 3160-3 (Application for Permit to Drill) for the Federal 31-31-6 No. 1 well located in the NW NE of Sec. 31, T9S, R19E, Uintah County, Utah. The previous Form 3160-3 for this well dated January 22, 2002 contained inaccurate information under item number four.

Should you have questions or require additional information, please contact me at (303) 643-3950.

Sincerely,

Cathi Boles

Cathi Boles
HES Clerk

Enc.

RECEIVED
MAY 07 2002
DIVISION OF
OIL, GAS AND MINING

FORM 3160-3
(December 1990)

SUBMIT IN TRIPLICATE*
(Other instructions on reverse side)

Form approved.
Budget Bureau No. 1004-0136
Expires December 31, 1991

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

5. LEASE DESIGNATION AND SERIAL NO.: UTU-76489

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A

1a. TYPE OF WORK: DRILL [X] DEEPEN [ ]

1b. TYPE OF WELL
OIL WELL [ ] GAS WELL [X] OTHER SINGLE ZONE [ ] MULTIPLE ZONE [X]

7. UNIT AGREEMENT NAME: N/A

8. FARM OR LEASE NAME WELL NO: Federal 31-31-6 #1

2. NAME OF OPERATOR: Phillips Petroleum Company

9. API WELL NO.:

3. ADDRESS OF OPERATOR: 9780 Mt. Pyramid Court, Suite 200 Phone: 303-643-3950

10. FIELD AND POOL OR WILDCAT: ~~Wildcat~~ Pariette Bench

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*)
At Surface: NW NE 1055' FNL 2334' FEL
At proposed Prod. Zone: Same

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA: NW NE Sec. 31, T9S, R19E, SLBM

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*: Approx. 27.9 miles southeast of Myton, Utah

12. County: Uintah

13. STATE: UT

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT.(Also to:	16. NO. OF ACRES IN LEASE	17. NO. OF ACRES ASSIGNED TO THIS WELL
1055' from nearest lease line	1120	40
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT.	**19. PROPOSED DEPTH**	**20. ROTARY OR CABLE TOOLS**
No other wells on lease	12,700'	Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.): 4866.1' GR

22. APPROX. DATE WORK WILL START*: 3rd QTR 2002

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT

Phillips Petroleum Company proposes to drill this well in accordance with the attached exhibits.

The Conditions of Approval are also attached.

Federal Approval of this Action is Necessary

AMENDED

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM : If proposal is to deepen or plug back, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24.
SIGNED Cathi Bolles TITLE HES Clerk DATE 1 May 02

(This space for Federal or State office use)

PERMIT NO. 43-047-34472 APPROVAL DATE

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

CONDITIONS OF APPROVAL, IF ANY:

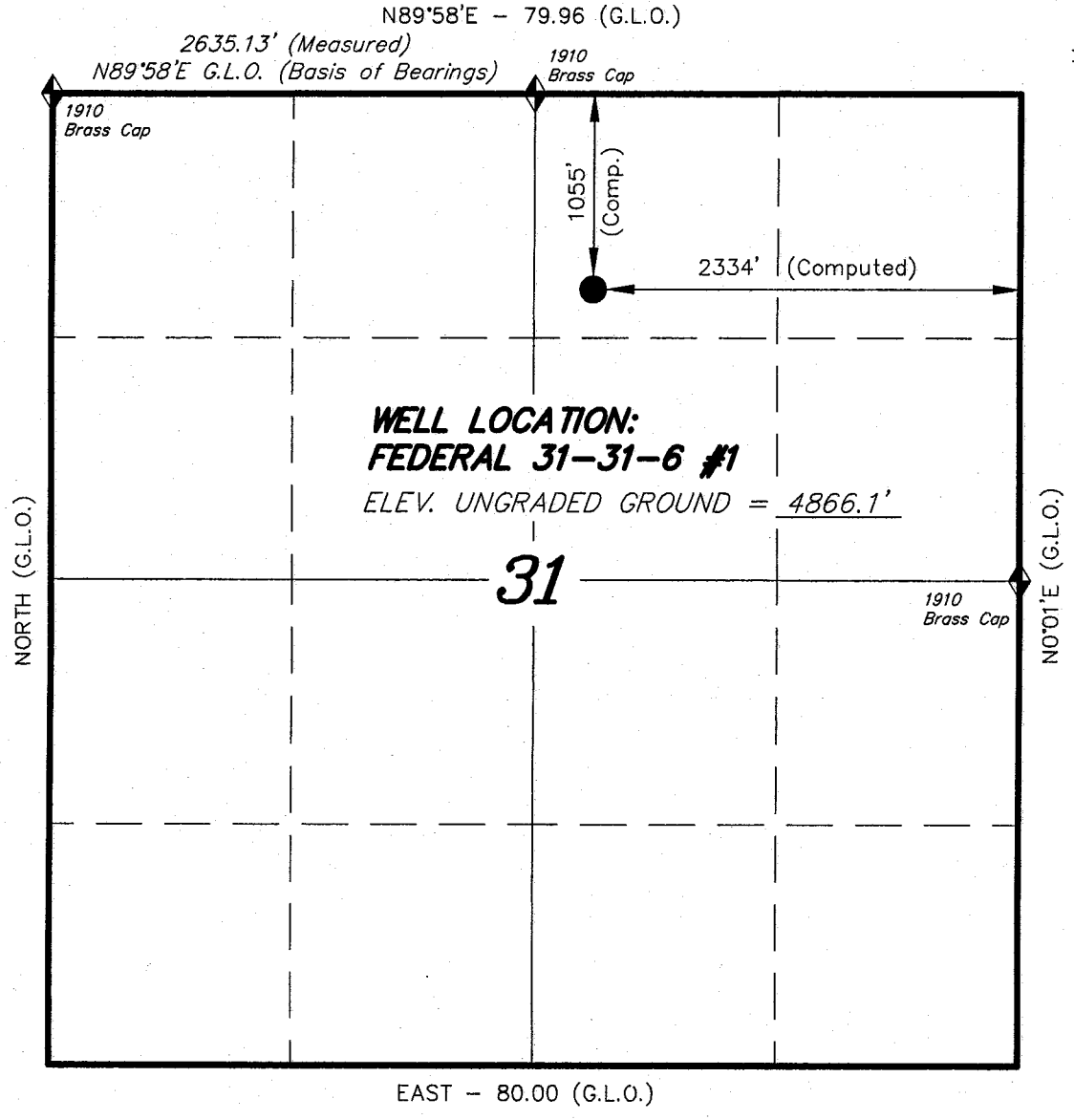
APPROVED BY Bradley G. Hill TITLE BRADLEY G. HILL RECLAMATION SPECIALIST III DATE 05-14-02

RECEIVED
MAY 07 2002
DIVISION OF OIL, GAS AND MINING

*See Instructions On Reverse Side

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

T9S, R19E, S.L.B.&M.



◆ = SECTION CORNERS LOCATED

BASIS OF ELEV; U.S.G.S. 7-1/2 min QUAD (MOON BOTTOM)

PHILLIPS PETROLEUM COMPANY

WELL LOCATION, FEDERAL 31-31-6 #1, LOCATED AS SHOWN IN THE NW 1/4 NE 1/4 OF SECTION 31, T9S, R19E, S.L.B.&M. UINTAH COUNTY, UTAH.

NOTES:

1. *The well location bears S17°09'36"E 1104.18' from the North 1/4 Corner of Section 31.*
2. *The East 1/4 Corner bears S45°09'56"E 3750.09' from the North 1/4 Corner of Section 31.*

N

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR No. 189377 STATE OF UTAH STACY W. STEWART

REGISTERED LAND SURVEYOR
REGISTRATION NO. 189377
STATE OF UTAH

REVISED: 1-7-02 J.R.S. (Name Change)

TRI STATE LAND SURVEYING & CONSULTING
38 WEST 100 NORTH - VERNAL, UTAH 84078
(435) 781-2501

SCALE: 1" = 1000'	SURVEYED BY: D.J.S. K.G.S.
DATE: 11-12-01	
DRAWN BY: J.R.S.	FILE #

FORM 3160-3
(December 1990)

SUBMIT IN TRIPLICATE*
(Other instructions on reverse side)

Form approved.
Budget Bureau No. 1004-0136
Expires December 31, 1991

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL, DEEPEN, OR PLUG BACK

5. LEASE DESIGNATION AND SERIAL NO.: UTU-76489

6. IF INDIAN, ALLOTTEE OR TRIBE NAME: N/A

1a. TYPE OF WORK: DRILL [X] DEEPEN [ ]

1b. TYPE OF WELL

OIL WELL [ ] GAS WELL [X] OTHER SINGLE ZONE [ ] MULTIPLE ZONE [X]

7. UNIT AGREEMENT NAME: N/A

8. FARM OR LEASE NAME WELL NO: Federal 31-31-6 #1

2. NAME OF OPERATOR: Phillips Petroleum Company

9. API WELL NO.:

3. ADDRESS OF OPERATOR: 9780 Mt. Pyramid Court, Suite 200 Phone: 303-643-3950

10. FIELD AND POOL OR WILDCAT: Wildcat

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*)
At Surface: NW NE 1055' FNL 2334' FEL
At proposed Prod. Zone: Same

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA: NW NE Sec. 31, T9S, R19E, SLBM

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*: Approx. 27.9 miles southeast of Myton, Utah

12. County: Uintah

13. STATE: UT

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT.(Also to	16. NO. OF ACRES IN LEASE	17. NO. OF ACRES ASSIGNED TO THIS WELL
1055' from nearest lease line	1120	40
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR ON THIS LEASE, FT.	**19. PROPOSED DEPTH**	**20. ROTARY OR CABLE TOOLS**
No other wells on lease	12,700'	Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.): 4866.1' GR

22. APPROX. DATE WORK WILL START*: 3rd QTR 2002

23. **PROPOSED CASING AND CEMENTING PROGRAM**

SIZE OF HOLE	SIZE OF CASING	WEIGHT/FOOT	SETTING DEPTH	QUANTITY OF CEMENT

Phillips Petroleum Company proposes to drill this well in accordance with the attached exhibits.

The Conditions of Approval are also attached.

AMENDED

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM : If proposal is to deepen or plug back, give data on present productive zone and proposed new productive zone.
If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24.
SIGNED Cathi Bolles TITLE HES Clerk DATE 1 May 02

(This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

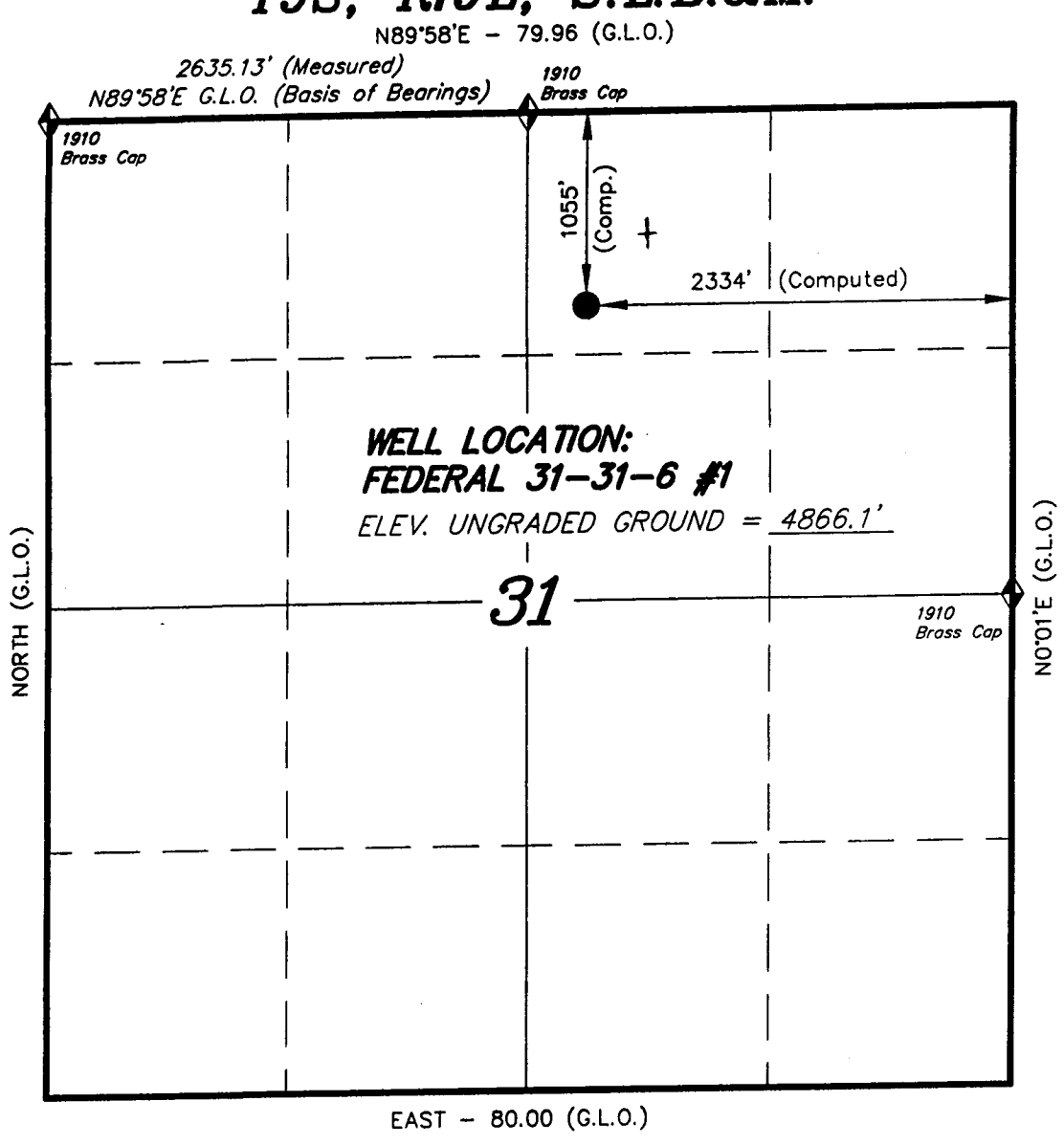
CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY _____ TITLE _____ DATE _____

***See Instructions On Reverse Side**

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

T9S, R19E, S.L.B.&M.



◆ = SECTION CORNERS LOCATED

BASIS OF ELEV; U.S.G.S. 7-1/2 min QUAD (MOON BOTTOM)

PHILLIPS PETROLEUM COMPANY

WELL LOCATION, FEDERAL 31-31-6 #1, LOCATED AS SHOWN IN THE NW 1/4 NE 1/4 OF SECTION 31, T9S, R19E, S.L.B.&M. UINTAH COUNTY, UTAH.

NOTES:

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REGISTERED LAND SURVEYOR No. 189377 STATE OF UTAH STEWART

REGISTERED LAND SURVEYOR
REGISTRATION NO. 189377
STATE OF UTAH

REVISED: 1-7-02 J.R.S. (Name Change)

TRI STATE LAND SURVEYING & CONSULTING
38 WEST 100 NORTH - VERNAL, UTAH 84078
(435) 781-2501

SCALE: 1" = 1000'	SURVEYED BY: D.J.S. K.G.S.
DATE: 11-12-01	
DRAWN BY: J.R.S.	FILE #

PHILLIPS PETROLEUM COMPANY
ROCKY MOUNTAIN REGION

FACSIMILE TRANSMITTAL SHEET

TO: ~~Diane~~ / Lisha	FROM: Cathi Boles
COMPANY: Phillips Petroleum Company	DATE: 13 May 02
FAX NUMBER: 801-359-3940	TOTAL NO. OF PAGES INCLUDING COVER: 2
PHONE NUMBER:	SENDER'S REFERENCE NUMBER:
RE: Fed. 31-31-6 #1	YOUR REFERENCE NUMBER:

☐ URGENT ☐ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

NOTES/COMMENTS:

Lisha,

A couple of weeks ago I received a call from someone in your office (I believe she said her name was Diane). She found an error on my APD + on the letter signed by Howard Sharpe consenting to the Exception Location. Here is a new letter signed by Howard. Could you please make sure it gets to Diane?

As always, thanks for the help.

Cathi

PS- I will put the original in the mail.

RECEIVED
MAY 13 2002
DIVISION OF
OIL, GAS AND MINING

9780 MT PYRAMID COURT • SUITE 200 • ENGLEWOOD, CO 80112
FAX: (303) 643-4578

003

Michael O. Leavitt
Governor
Kathleen Clarke
Executive Director
Lowell P. Braxton
Division Director

State of Utah

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

1594 West North Temple, Suite 1210
PO Box 145801
Salt Lake City, Utah 84114-5801
801-538-5340
801-359-3940 (Fax)
801-538-7223 (TDD)

May 14, 2002

Phillips Petroleum Company
9780 Mt. Pyramid Court, Suite 200
Englewood CO 80112

Re: Federal 31-31-6 1 Well, 1055' FNL, 2334' FEL, NWNE, Sec. 31, T. 9 South, R. 19 East, Uintah County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann.§ 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-047-34472.

Sincerely,

John R. Baza
Associate Director

pb
Enclosures
cc: Uintah County Assessor
Bureau of Land Management, Vernal District Office

Operator: Phillips Petroleum Company

Well Name & Number Federal 31-31-6 1

API Number: 43-047-34472

Lease: UTU-76489

Location: NWNE **Sec.** 31 **T.** 9 South **R.** 19 East

Conditions of Approval

1. General

   Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

   Notify the Division within 24 hours of spudding the well.

   - Contact Carol Daniels at (801) 538-5284.

   Notify the Division prior to commencing operations to plug and abandon the well.

   - Contact Dan Jarvis at (801) 538-5338

3. Reporting Requirements

   All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.

5. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

001

PHILLIPS PETROLEUM COMPANY

9780 MT. PYRAMID CT., SUITE 200
ENGLEWOOD, CO 80112

AMERICAS DIVISION

May 1, 2002

Mr. Howard Sharpe – Vice President
Gasco Energy, Inc.
14 Inverness Drive East, Suite H-236
Englewood, CO 80112

RE: Exception Location
Phillips' Federal 31-31-6 #1
Riverbend Area
Uintah County, Utah

Gentlemen:

Phillips Petroleum Company, hereby requests your consent as owners of the lease for the referenced well drillsite (federal lease UTU-76489), which is an exception to the locating and siting requirements of Utah Administrative Code Rule R649-3-2.

Due to topographical constraints, it is not possible to stay within the permitted "window" for locating wells under R649-3-2. A copy of our submitted APD and location survey for this well are enclosed. As you know, this area has not been spaced for Mesaverde or Wasatch production.

Your approval is requested at your earliest convenience so that we may move forward with our permitting of this well. Please execute both originals of this letter and return to the undersigned. If you have any questions regarding this request, please call the undersigned at 303-643-3950.

Sincerely,

PHILLIPS PETROLEUM COMPANY

Cathi S. Boles

Cathi S. Boles
Health, Environment and Safety Clerk
Rocky Mountain Region

CONSENT TO EXCEPTION LOCATION AS REQUIRED TO DRILL THE PHILLIPS FEDERAL #31-31-6 #1 AT A LOCATION IN THE NW/4 NE/4 SECTION 31-T9S-R19E, UINTAH COUNTY, UTAH, BEING 1055' FNL AND 2334' FEL SECTION 31.

GASCO ENERGY, INC.

BY: Howard A Sharpe
ITS: VP
DATE: MAY 6, 2002

RECEIVED
MAY 15 2002
DIVISION OF
OIL, GAS AND MINING

ConocoPhillips

Divisions of Oil, Gas, and Mining
Attn: Mr. John Baza
1594 West North Temple,
Suite 1210, P. O. Box 145801
Salt Lake City, UT 84114-5801

Re: Notice of Address Change, Merger and Name Change
Address Change effective **December 2, 2002**
Merger and Name Change effective **December 31, 2002**

Gentlemen:

1. Effective December 2, 2002, Phillips Petroleum Company will close its Englewood, Colorado Rocky Mountain Region office. After that time, all correspondence, notices and invoice for Land related matters should be directed to the address(es) noted below. Note that until December 31, 2002, all properties in which Phillips held an interest will continue to be operated by Phillips Petroleum Company, a wholly-owned subsidiary of ConocoPhillips.

2. On December 31, 2002, Phillips Petroleum Company and Conoco Inc. will merge, and the surviving corporation will be renamed "ConocoPhillips Company".

In accordance with the notice provisions of the Operating Agreements and other agreements, if any, between our companies, please adjust your company/organization records, effective for address purposes as of December 2, 2002, and for company name purposes, as of January 1, 2003, to reflect the following information for addressing and delivery of notices, invoicing and payment, and communications with ConocoPhillips Company. This will also apply to Lease Sale notices and other lease-related correspondence and notifications.

U.S. Mail Address:

ConocoPhillips Company
P.O. Box 2197
Houston, Texas 77252
Attn: Chief Landman,
San Juan/Rockies

Physical Address & Overnight Delivery:

ConocoPhillips Company
550 Westlake Park Blvd.
Three Westlake Park
3WL, Room WL 9000
Houston, Texas 77079
Attn: Chief Landman,
San Juan/Rockies

All ballots and official notices/responses sent by facsimile transmission should be sent to the following contact:

Attn: Chief Landman,
San Juan/Rockies

Fax No.: 832-486-2688 or
832-486-2687

Please contact the undersigned immediately if you have any questions. This notice does not apply to royalty inquiries, joint interest billings, or revenue remittances. Please continue to use the same addresses you are currently using for these matters

Sincerely, William Rainbolt

RECEIVED
DEC 0 2 2002
DIVISION OF
OIL, GAS AND MINING

ConocoPhillips

SECRETARY'S CERTIFICATE

I, the undersigned, Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, formerly Phillips Petroleum Company, organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), hereby certify that:

1. As Assistant Secretary I am authorized to execute this certificate on behalf of the Corporation.

2. The attached photocopy of the Certificate of Amendment to the Restated Certificate of Incorporation of Phillips Petroleum Company (to be renamed ConocoPhillips Company) is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of January 1, 2003 and such Certificate of Amendment has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

3. The attached photocopy of the Certificate of Merger of Conoco Inc. with and into ConocoPhillips Company is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of December 31, 2002 and such Certificate of Merger has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary and affixed the corporate seal of the Corporation this 7th day of January 2003.

Assistant Secretary
ConocoPhillips Company

STATE OF TEXAS §
§
COUNTY OF HARRIS §

This instrument was acknowledged before me on January 7, 2003, by Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, a Delaware corporation, on behalf of said Corporation.

SUSAN F. SHORT NOTARY PUBLIC STATE OF TEXAS EXPIRES 11-12-2005

Notary Public

RECEIVED
JAN 0 8 2003
DIV. OF OIL, GAS & MINING

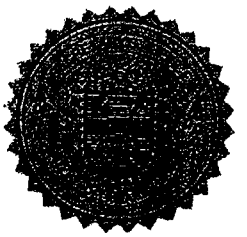
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK P.M.

RECEIVED
JAN 0 8 2003
DIV. OF OIL, GAS & MINING



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0064324 8100

030002793

AUTHENTICATION: 2183360

DATE: 01-02-03

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:41 PM 12/12/2002
020763238 – 0064324

CERTIFICATE OF AMENDMENT

to the

RESTATED CERTIFICATE OF INCORPORATION

of

PHILLIPS PETROLEUM COMPANY
(to be renamed ConocoPhillips Company)

Phillips Petroleum Company ("Phillips"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The amendments to Phillips' Restated Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 of the DGCL and have been consented to in writing by the sole stockholder of Phillips in accordance with Section 228 of the DGCL.

2. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Article I thereof and replacing in lieu thereof a new Article I reading in its entirety as follows:

> "The name of the corporation (which is hereinafter referred to as the "Corporation") is ConocoPhillips Company."

3. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Section 1 of Article IV thereof and replacing in lieu thereof a new Section 1 reading in its entirety as follows:

> "Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, $.01 par value ("Common Stock")."

4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m., Eastern time, on December 31, 2002.

RECEIVED
JAN 0 8 2003
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

5. LEASE DESIGNATION AND SERIAL NUMBER:

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

1. TYPE OF WELL: OIL WELL ☐ GAS WELL ☐ OTHER All

8. WELL NAME and NUMBER: See Attached List

2. NAME OF OPERATOR: Phillips Petroleum Company

9. API NUMBER: See List

3. ADDRESS OF OPERATOR: 980 Plaza Office CITY Bartlesville STATE OK ZIP 74004

PHONE NUMBER: (918) 661-4415

10. FIELD AND POOL, OR WILDCAT:

4. LOCATION OF WELL

FOOTAGES AT SURFACE: See Attached List

COUNTY:

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE: UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
☐ NOTICE OF INTENT (Submit in Duplicate)	☐ ACIDIZE	☐ DEEPEN	☐ REPERFORATE CURRENT FORMATION
Approximate date work will start:	☐ ALTER CASING	☐ FRACTURE TREAT	☐ SIDETRACK TO REPAIR WELL
	☐ CASING REPAIR	☐ NEW CONSTRUCTION	☐ TEMPORARILY ABANDON
	☐ CHANGE TO PREVIOUS PLANS	☑ OPERATOR CHANGE	☐ TUBING REPAIR
	☐ CHANGE TUBING	☐ PLUG AND ABANDON	☐ VENT OR FLARE
☑ SUBSEQUENT REPORT (Submit Original Form Only)	☐ CHANGE WELL NAME	☐ PLUG BACK	☐ WATER DISPOSAL
Date of work completion:	☐ CHANGE WELL STATUS	☐ PRODUCTION (START/RESUME)	☐ WATER SHUT-OFF
	☐ COMMINGLE PRODUCING FORMATIONS	☐ RECLAMATION OF WELL SITE	☐ OTHER:
	☐ CONVERT WELL TYPE	☐ RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

Conoco Inc. was merged into Phillips Petroleum Company, the surviving corporation, on December 31, 2002. In connection with this merger and effective on the same date, the name of the surviving corporation was changed to "ConocoPhillips Company". We are requesting that a new Operator Number be assigned to ConocoPhillips Company.

Please send production reporting forms to Herb Henderson at ConocoPhillips Company, 315 S. Johnstone, 980 Plaza Office, Bartlesville, OK 74004. Herb's phone number is 918-661-4415.

Current Operator
Phillips Petroleum Company
Steve de Albuquerque

New Operator
ConocoPhillips Company
Yolanda Perez

RECEIVED
JAN 0 8 2003
DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) Yolanda Perez TITLE Sr. Regulatory Analyst

SIGNATURE Yolanda Perez DATE 12/30/2002

(This space for State use only)

(5/2000)

(See Instructions on Reverse Side)

Delaware

The First State

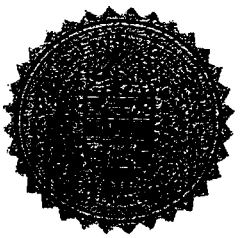
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONOCO INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

RECEIVED
JAN 0 8 2003
DIV. OF OIL, GAS & MINING



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0064324 8100M

030002793

AUTHENTICATION: 2183370

DATE: 01-02-03

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:44 PM 12/12/2002
020763253 – 0064324

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
PHILLIPS PETROLEUM COMPANY	Delaware
CONOCO INC.	Delaware

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL;

Third: The name of the Surviving Corporation will be ConocoPhillips Company;

Fourth: The Certificate of Incorporation of ConocoPhillips Company immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law and the provisions thereof;

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;

RECEIVED
JAN 0 8 2003
DIV. OF OIL, GAS & MINING

Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m., Eastern time, on December 31, 2002.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

By: _____
Name: Rick A. Harrington
Title: Senior Vice President, Legal, and General Counsel

RECEIVED
JAN 0 8 2003
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
REGISTRATION

CONOCOPHILLIPS COMPANY

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

Corporation - Foreign - Profit
562960-0143

UNITED STATES CORP CO
CONOCOPHILLIPS COMPANY
GATEWAY TOWER EAST STE 900
10 EAST SOUTH TEMPLE
SLC UT 84133

RECEIVED
JAN 0 8 2003
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE

REGISTRATION

EFFECTIVE DATE: 06/14/1946

EXPIRATION DATE: *RENEWAL

ISSUED TO: CONOCOPHILLIPS COMPANY

REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)
562960-0143 Corporation - Foreign - Profit
***RENEWAL**

You will need to renew your registration each anniversary date of the effective date.
Exceptions: DBAs and Business Trusts renew every three (3) years from the effective date.

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30887-00-00	ANDREEN 32-529	Gas Well	APD	32	14	S	10	E
43-007-30865-00-00	COTNER 29-549	Gas Well	APD	29	14	S	10	E
43-007-30837-00-00	DALLIN 32-615	Gas Well	APD	32	13	S	9	E
43-047-34551-00-00	FED 43-24-3 #1	Gas Well	APD	24	10	S	17	E
43-047-33982-00-00	FEDERAL 12-17 #1	Gas Well	APD	17	10	S	18	E
43-047-34471-00-00	FEDERAL 12-29-7 1	Gas Well	APD	29	9	S	19	E
43-047-34472-00-00	FEDERAL 31-31-6 1	Gas Well	APD	31	9	S	19	E
43-007-30864-00-00	MCKENDRICK 29-548	Gas Well	APD	29	14	S	10	E
43-015-30512-00-00	PPCO 19-379	Gas Well	APD	19	16	S	9	E
43-015-30515-00-00	PPCO 24-562	Gas Well	APD	24	16	S	8	E
43-015-30548-00-00	PPCO 30-605	Gas Well	APD	30	16	S	9	E
43-007-30888-00-00	PRICE 32-438	Gas Well	APD	32	14	S	10	E
43-007-30813-00-00	RITZAKIS 33-514	Gas Well	APD	33	13	S	9	E
43-007-30766-00-00	RITZAKIS 33-516	Gas Well	APD	33	13	S	9	E
43-007-30838-00-00	ROWLEY 32-616	Gas Well	APD	32	13	S	9	E
43-007-30863-00-00	SCHMIDT 29-531	Gas Well	APD	29	14	S	10	E
43-007-30797-00-00	SEELY 15-498	Gas Well	APD	15	14	S	8	E
43-007-30798-00-00	SEELY 15-499	Gas Well	APD	15	14	S	8	E
43-007-30799-00-00	SEELY 15-500	Gas Well	APD	15	14	S	8	E
43-007-30796-00-00	SEELY 22-492	Gas Well	APD	22	14	S	8	E
43-007-30801-00-00	SEELY 22-502	Gas Well	APD	22	14	S	8	E
43-007-30802-00-00	SEELY 22-503	Gas Well	APD	22	14	S	8	E
43-007-30711-00-00	USA 09-452	Gas Well	APD	9	15	S	8	E
43-015-30351-00-00	USA 11-313	Gas Well	APD	11	16	S	9	E
43-015-30398-00-00	USA 12-385	Gas Well	APD	12	16	S	9	E
43-015-30409-00-00	USA 12-426	Gas Well	APD	12	16	S	9	E
43-007-30805-00-00	USA 14-490	Gas Well	APD	14	14	S	8	E
43-007-30806-00-00	USA 14-491	Gas Well	APD	14	14	S	8	E
43-007-30676-00-00	USA 15-421	Gas Well	APD	15	15	S	8	E
43-015-30417-00-00	USA 21-427	Gas Well	APD	21	16	S	9	E
43-015-30416-00-00	USA 21-428	Gas Well	APD	21	16	S	9	E
43-015-30415-00-00	USA 21-429	Gas Well	APD	21	16	S	9	E
43-007-30515-00-00	USA 31-309	Gas Well	APD	31	15	S	10	E
43-007-30835-00-00	USA 33-515	Gas Well	APD	33	13	S	9	E
43-007-30836-00-00	USA 33-624	Gas Well	APD	33	13	S	9	E
43-007-30803-00-00	USA 34-518	Gas Well	APD	34	14	S	8	E
43-007-30478-00-00	UTAH 05-224	Gas Well	APD	5	15	S	9	E
43-015-30411-00-00	UTAH 16-365	Gas Well	APD	16	16	S	9	E
43-015-30412-00-00	UTAH 16-366	Gas Well	APD	16	16	S	9	E
43-015-30413-00-00	UTAH 16-430	Gas Well	APD	16	16	S	9	E
43-015-30299-00-00	UTAH 18-374	Gas Well	APD	18	16	S	9	E
43-015-30420-00-00	UTAH 19-377	Gas Well	APD	19	16	S	9	E
43-015-30492-00-00	UTAH 19-378	Gas Well	APD	19	16	S	9	E
43-007-30891-00-00	UTAH 19-533	Gas Well	APD	19	14	S	10	E
43-015-30414-00-00	UTAH 20-381	Gas Well	APD	20	16	S	9	E
43-015-30421-00-00	UTAH 20-382	Gas Well	APD	20	16	S	9	E
43-015-30518-00-00	UTAH 25-576	Gas Well	APD	25	16	S	8	E
43-015-30539-00-00	UTAH 25-578	Gas Well	APD	25	16	S	8	E
43-015-30540-00-00	UTAH 25-579	Gas Well	APD	25	16	S	8	E
43-007-30817-00-00	UTAH 25-618	Gas Well	APD	25	13	S	9	E
43-015-30543-00-00	UTAH 26-582	Gas Well	APD	26	16	S	8	E
43-015-30547-00-00	UTAH 29-608	Gas Well	APD	29	16	S	9	E
43-007-30889-00-00	UTAH 32-128	Gas Well	APD	32	14	S	10	E
43-007-30814-00-00	UTAH 35-506	Gas Well	APD	35	13	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-047-33750-00-00	FEDERAL 34-29	Gas Well	P	29	9	S	19	E
43-007-30782-00-00	GAROFOLA 26-482	Gas Well	P	26	15	S	8	E
43-007-30335-00-00	GIACOLETTO 11-113	Gas Well	P	11	14	S	9	E
43-007-30407-00-00	GIACOLETTO 13-120	Gas Well	P	13	14	S	9	E
43-007-30345-00-00	GIACOLETTO 14-121	Gas Well	P	14	14	S	9	E
43-007-30487-00-00	HELPER & ASSOC 07-307	Gas Well	P	7	15	S	9	E
43-007-30459-00-00	HELPER & ASSOC 18-236	Gas Well	P	18	15	S	9	E
43-007-30720-00-00	HELPER & ASSOC 18-308	Gas Well	P	18	15	S	9	E
43-007-30412-00-00	HELPER & ASSOC 8-232	Gas Well	P	8	15	S	9	E
43-007-30258-00-00	HELPER & ASSOCIATES 7-84	Gas Well	P	7	15	S	9	E
43-007-30588-00-00	JENSEN 16-132	Gas Well	P	16	15	S	10	E
43-007-30420-00-00	KAKATSIDES 31-197	Gas Well	P	31	14	S	9	E
43-007-30296-00-00	LDS 17-133	Gas Well	P	17	15	S	10	E
43-007-30323-00-00	PAAR 16-146	Gas Well	P	16	14	S	9	E
43-047-34286-00-00	PETES WASH 23-12 #1	Gas Well	P	12	10	S	17	E
43-007-30748-00-00	PIERUCCI 25-461	Gas Well	P	25	15	S	8	E
43-007-30749-00-00	PIERUCCI 25-462	Gas Well	P	25	15	S	8	E
43-007-30754-00-00	PIERUCCI 26-463	Gas Well	P	26	15	S	8	E
43-007-30755-00-00	PIERUCCI 26-464	Gas Well	P	26	15	S	8	E
43-007-30745-00-00	PIERUCCI 26-481	Gas Well	P	26	15	S	8	E
43-007-30117-00-00	PINNACLE PEAK 19-171	Gas Well	P	19	14	S	9	E
43-007-30845-00-00	PMC 10-526	Gas Well	P	10	15	S	8	E
43-007-30282-00-00	POWELL 19-104	Gas Well	P	19	15	S	10	E
43-007-30283-00-00	POWELL 19-105	Gas Well	P	19	15	S	10	E
43-007-30346-00-00	POWELL 30-173	Gas Well	P	30	15	S	10	E
43-015-30279-00-00	PPCO 10-557	Gas Well	P	10	16	S	8	E
43-015-30494-00-00	PPCO 15-555	Gas Well	P	15	16	S	8	E
43-007-30211-00-00	PRETTYMAN 10-15-34	Gas Well	P	10	14	S	9	E
43-007-30340-00-00	PRETTYMAN 11-114	Gas Well	P	11	14	S	9	E
43-007-30653-00-00	RGC 21-331	Gas Well	P	21	15	S	9	E
43-007-30743-00-00	RGC 21-332	Gas Well	P	21	15	S	9	E
43-007-30747-00-00	RGC 25-460	Gas Well	P	25	15	S	8	E
43-007-30559-00-00	RGC 28-318	Gas Well	P	28	15	S	9	E
43-007-30518-00-00	RGC 28-319	Gas Well	P	28	15	S	9	E
43-007-30509-00-00	RITZAKIS 03-408	Gas Well	P	3	14	S	9	E
43-007-30473-00-00	RITZAKIS 5-304	Gas Well	P	5	14	S	9	E
43-007-30474-00-00	RITZAKIS 5-305	Gas Well	P	5	14	S	9	E
43-007-30475-00-00	RITZAKIS 8-298	Gas Well	P	8	14	S	9	E
43-007-30479-00-00	RITZAKIS 8-299	Gas Well	P	8	14	S	9	E
43-007-30476-00-00	RITZAKIS 8-300	Gas Well	P	8	14	S	9	E
43-007-30374-00-00	ROBERTSON 32-127	Gas Well	P	32	14	S	10	E
43-007-30610-00-00	SAMPINOS 16-131	Gas Well	P	16	15	S	10	E
43-007-30723-00-00	SAMPINOS 16-454	Gas Well	P	16	15	S	10	E
43-007-30765-00-00	SAMPINOS 16-521	Gas Well	P	16	15	S	10	E
43-007-30800-00-00	SEELY 22-501	Gas Well	P	22	14	S	8	E
43-007-30130-00-00	ST OF UT 25-9-1	Gas Well	P	25	14	S	9	E
43-007-30142-00-00	ST OF UT 36-3-4	Gas Well	P	36	14	S	9	E
43-007-30116-00-00	STELLA-HAMAKER 10-174	Gas Well	P	10	15	S	8	E
43-007-30746-00-00	TABOR 23-468	Gas Well	P	23	15	S	8	E
43-007-30319-00-00	TELONIS 15-142	Gas Well	P	15	14	S	9	E
43-007-30322-00-00	TELONIS 16-145	Gas Well	P	16	14	S	9	E
43-007-30300-00-00	TELONIS 19-150	Gas Well	P	19	14	S	9	E
43-007-30299-00-00	TELONIS 19-151	Gas Well	P	19	14	S	9	E
43-007-30327-00-00	TELONIS 20-152	Gas Well	P	20	14	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30631-00-00	USA 13-419	Gas Well	P	13	15	S	8	E
43-007-30707-00-00	USA 13-447	Gas Well	P	13	14	S	8	E
43-007-30706-00-00	USA 13-470	Gas Well	P	13	14	S	8	E
43-007-30789-00-00	USA 13-474	Gas Well	P	13	14	S	8	E
43-007-30790-00-00	USA 13-475	Gas Well	P	13	14	S	8	E
43-007-30568-00-00	USA 13-91	Gas Well	P	13	14	S	9	E
43-007-30404-00-00	USA 14-122	Gas Well	P	14	14	S	9	E
43-015-30418-00-00	USA 1-425	Gas Well	P	1	16	S	9	E
43-007-30579-00-00	USA 14-325	Gas Well	P	14	15	S	8	E
43-007-30634-00-00	USA 14-386	Gas Well	P	14	15	S	8	E
43-007-30646-00-00	USA 14-416	Gas Well	P	14	15	S	8	E
43-007-30647-00-00	USA 14-417	Gas Well	P	14	15	S	8	E
43-007-30791-00-00	USA 14-476	Gas Well	P	14	14	S	8	E
43-007-30792-00-00	USA 14-477	Gas Well	P	14	14	S	8	E
43-007-30529-00-00	USA 14-74	Gas Well	P	14	14	S	9	E
43-007-30263-00-00	USA 14-75	Gas Well	P	14	14	S	9	E
43-007-30450-00-00	USA 15-176	Gas Well	P	15	14	S	9	E
43-007-30423-00-00	USA 15-177	Gas Well	P	15	14	S	9	E
43-007-30690-00-00	USA 15-420	Gas Well	P	15	15	S	8	E
43-007-30691-00-00	USA 15-422	Gas Well	P	15	15	S	8	E
43-007-30264-00-00	USA 15-88	Gas Well	P	15	14	S	9	E
43-007-30422-00-00	USA 17-179	Gas Well	P	17	14	S	9	E
43-007-30622-00-00	USA 17-180A	Gas Well	P	17	14	S	9	E
43-007-30618-00-00	USA 18-181	Gas Well	P	18	14	S	9	E
43-007-30417-00-00	USA 18-182	Gas Well	P	18	14	S	9	E
43-007-30619-00-00	USA 18-435	Gas Well	P	18	14	S	9	E
43-007-30393-00-00	USA 19-222	Gas Well	P	19	15	S	10	E
43-007-30392-00-00	USA 19-73	Gas Well	P	19	15	S	10	E
43-007-30448-00-00	USA 20-287	Gas Well	P	20	15	S	10	E
43-007-30451-00-00	USA 20-288	Gas Well	P	20	15	S	10	E
43-007-30590-00-00	USA 20-398	Gas Well	P	20	15	S	10	E
43-007-30591-00-00	USA 20-399	Gas Well	P	20	15	S	10	E
43-007-30424-00-00	USA 21-184	Gas Well	P	21	14	S	9	E
43-007-30425-00-00	USA 21-35	Gas Well	P	21	14	S	9	E
43-007-30426-00-00	USA 22-185	Gas Well	P	22	14	S	9	E
43-007-30477-00-00	USA 22-186	Gas Well	P	22	14	S	9	E
43-007-30700-00-00	USA 22-466	Gas Well	P	22	15	S	8	E
43-007-30611-00-00	USA 23-423	Gas Well	P	23	14	S	8	E
43-007-30650-00-00	USA 23-445	Gas Well	P	23	15	S	8	E
43-007-30704-00-00	USA 23-451	Gas Well	P	23	15	S	8	E
43-007-30503-00-00	USA 23-467	Gas Well	P	23	15	S	8	E
43-007-30793-00-00	USA 23-478	Gas Well	P	23	14	S	8	E
43-007-30794-00-00	USA 23-479	Gas Well	P	23	14	S	8	E
43-007-30795-00-00	USA 23-480	Gas Well	P	23	14	S	8	E
43-007-30469-00-00	USA 24-183	Gas Well	P	24	14	S	8	E
43-007-30612-00-00	USA 24-387	Gas Well	P	24	14	S	8	E
43-007-30613-00-00	USA 24-388	Gas Well	P	24	14	S	8	E
43-007-30651-00-00	USA 24-443	Gas Well	P	24	15	S	8	E
43-007-30648-00-00	USA 24-444	Gas Well	P	24	15	S	8	E
43-007-30708-00-00	USA 24-446	Gas Well	P	24	14	S	8	E
43-007-30652-00-00	USA 24-448	Gas Well	P	24	15	S	8	E
43-007-30705-00-00	USA 24-449	Gas Well	P	24	15	S	8	E
43-007-30505-00-00	USA 25-459	Gas Well	P	25	15	S	8	E
43-007-30614-00-00	USA 26-393	Gas Well	P	26	14	S	8	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30430-00-00	UTAH 06-223	Gas Well	P	6	15	S	9	E
43-007-30562-00-00	UTAH 06-330	Gas Well	P	6	15	S	9	E
43-007-30716-00-00	UTAH 06-483	Gas Well	P	6	15	S	9	E
43-007-30409-00-00	UTAH 07-234	Gas Well	P	7	15	S	9	E
43-007-30421-00-00	UTAH 07-235	Gas Well	P	7	15	S	9	E
43-007-30411-00-00	UTAH 08-231	Gas Well	P	8	15	S	9	E
43-007-30488-00-00	UTAH 08-233	Gas Well	P	8	15	S	9	E
43-015-30464-00-00	UTAH 08-354	Gas Well	P	8	16	S	9	E
43-015-30378-00-00	UTAH 08-355	Gas Well	P	8	16	S	9	E
43-015-30379-00-00	UTAH 08-356	Gas Well	P	8	16	S	9	E
43-015-30380-00-00	UTAH 08-357	Gas Well	P	8	16	S	9	E
43-007-30449-00-00	UTAH 09-227	Gas Well	P	9	15	S	9	E
43-007-30561-00-00	UTAH 09-329	Gas Well	P	9	15	S	9	E
43-015-30300-00-00	UTAH 09-358	Gas Well	P	9	16	S	9	E
43-015-30407-00-00	UTAH 09-359	Gas Well	P	9	16	S	9	E
43-015-30397-00-00	UTAH 09-360	Gas Well	P	9	16	S	9	E
43-015-30408-00-00	UTAH 09-361	Gas Well	P	9	16	S	9	E
43-007-30580-00-00	UTAH 09-412	Gas Well	P	9	15	S	10	E
43-007-30605-00-00	UTAH 09-413	Gas Well	P	9	15	S	10	E
43-007-30657-00-00	UTAH 09-450	Gas Well	P	9	15	S	10	E
43-007-30722-00-00	UTAH 09-453	Gas Well	P	9	15	S	10	E
43-007-30302-00-00	UTAH 10-01-36	Gas Well	P	10	15	S	9	E
43-007-30298-00-00	UTAH 10-219	Gas Well	P	10	15	S	9	E
43-007-30432-00-00	UTAH 10-220	Gas Well	P	10	15	S	9	E
43-007-30303-00-00	UTAH 10-221	Gas Well	P	10	15	S	9	E
43-007-30228-00-00	UTAH 11-50	Gas Well	P	11	15	S	9	E
43-007-30229-00-00	UTAH 11-51	Gas Well	P	11	15	S	9	E
43-007-30230-00-00	UTAH 11-52	Gas Well	P	11	15	S	9	E
43-007-30231-00-00	UTAH 11-53	Gas Well	P	11	15	S	9	E
43-007-30467-00-00	UTAH 1-209	Gas Well	P	1	15	S	8	E
43-007-30210-00-00	UTAH 12-15-37	Gas Well	P	12	15	S	9	E
43-007-30232-00-00	UTAH 12-54	Gas Well	P	12	15	S	9	E
43-007-30233-00-00	UTAH 12-55	Gas Well	P	12	15	S	9	E
43-007-30234-00-00	UTAH 12-56	Gas Well	P	12	15	S	9	E
43-015-30493-00-00	UTAH 13-376	Gas Well	P	13	16	S	8	E
43-015-30301-00-00	UTAH 13-550	Gas Well	P	13	16	S	8	E
43-007-30243-00-00	UTAH 13-65	Gas Well	P	13	15	S	9	E
43-007-30244-00-00	UTAH 13-66	Gas Well	P	13	15	S	9	E
43-007-30245-00-00	UTAH 13-67	Gas Well	P	13	15	S	9	E
43-007-30246-00-00	UTAH 13-68	Gas Well	P	13	15	S	9	E
43-007-30439-00-00	UTAH 13-92	Gas Well	P	13	14	S	9	E
43-007-30220-00-00	UTAH 1-42	Gas Well	P	1	15	S	9	E
43-007-30221-00-00	UTAH 1-43	Gas Well	P	1	15	S	9	E
43-007-30222-00-00	UTAH 1-44	Gas Well	P	1	15	S	9	E
43-007-30223-00-00	UTAH 1-45	Gas Well	P	1	15	S	9	E
43-015-30330-00-00	UTAH 14-551	Gas Well	P	14	16	S	8	E
43-015-30331-00-00	UTAH 14-552	Gas Well	P	14	16	S	8	E
43-007-30239-00-00	UTAH 14-61	Gas Well	P	14	15	S	9	E
43-007-30240-00-00	UTAH 14-62	Gas Well	P	14	15	S	9	E
43-007-30241-00-00	UTAH 14-63	Gas Well	P	14	15	S	9	E
43-007-30242-00-00	UTAH 14-64	Gas Well	P	14	15	S	9	E
43-015-30334-00-00	UTAH 15-553	Gas Well	P	15	16	S	8	E
43-007-30416-00-00	UTAH 17-101	Gas Well	P	17	15	S	10	E
43-007-30277-00-00	UTAH 17-102	Gas Well	P	17	15	S	10	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30255-00-00	UTAH 24-80	Gas Well	P	24	15	S	9	E
43-007-30256-00-00	UTAH 24-81	Gas Well	P	24	15	S	9	E
43-007-30267-00-00	UTAH 24-86	Gas Well	P	24	15	S	9	E
43-007-30375-00-00	UTAH 24-87	Gas Well	P	24	15	S	9	E
43-007-30227-00-00	UTAH 2-49	Gas Well	P	2	15	S	9	E
43-007-30157-00-00	UTAH 25-11-7	Gas Well	P	25	14	S	9	E
43-007-30399-00-00	UTAH 25-134	Gas Well	P	25	15	S	9	E
43-007-30400-00-00	UTAH 25-252	Gas Well	P	25	15	S	9	E
43-007-30401-00-00	UTAH 25-253	Gas Well	P	25	15	S	9	E
43-007-30402-00-00	UTAH 25-254	Gas Well	P	25	15	S	9	E
43-007-30600-00-00	UTAH 25-389	Gas Well	P	25	14	S	8	E
43-007-30599-00-00	UTAH 25-390	Gas Well	P	25	14	S	8	E
43-007-30658-00-00	UTAH 25-391	Gas Well	P	25	14	S	8	E
43-007-30602-00-00	UTAH 25-392	Gas Well	P	25	14	S	8	E
43-007-30206-00-00	UTAH 25-4-33	Gas Well	P	25	14	S	9	E
43-015-30519-00-00	UTAH 25-577	Gas Well	P	25	16	S	8	E
43-007-30156-00-00	UTAH 25-7-6	Gas Well	P	25	14	S	9	E
43-007-30204-00-00	UTAH 26-11-25	Gas Well	P	26	14	S	9	E
43-007-30205-00-00	UTAH 26-1-23	Gas Well	P	26	14	S	9	E
43-007-30181-00-00	UTAH 26-16-8	Gas Well	P	26	14	S	9	E
43-007-30446-00-00	UTAH 26-255	Gas Well	P	26	15	S	9	E
43-007-30445-00-00	UTAH 26-256	Gas Well	P	26	15	S	9	E
43-007-30444-00-00	UTAH 26-257	Gas Well	P	26	15	S	9	E
43-007-30514-00-00	UTAH 26-267	Gas Well	P	26	15	S	9	E
43-015-30541-00-00	UTAH 26-580	Gas Well	P	26	16	S	8	E
43-015-30542-00-00	UTAH 26-581	Gas Well	P	26	16	S	8	E
43-015-30544-00-00	UTAH 26-583	Gas Well	P	26	16	S	8	E
43-007-30202-00-00	UTAH 26-6-24	Gas Well	P	26	14	S	9	E
43-007-30395-00-00	UTAH 27-187	Gas Well	P	27	14	S	9	E
43-007-30292-00-00	UTAH 27-188	Gas Well	P	27	14	S	9	E
43-007-30457-00-00	UTAH 27-268	Gas Well	P	27	15	S	9	E
43-007-30458-00-00	UTAH 27-269	Gas Well	P	27	15	S	9	E
43-007-30712-00-00	UTAH 27-457	Gas Well	P	27	14	S	8	E
43-007-30714-00-00	UTAH 27-458	Gas Well	P	27	14	S	8	E
43-007-30777-00-00	UTAH 27-520	Gas Well	P	27	14	S	8	E
43-015-30545-00-00	UTAH 27-584	Gas Well	P	27	16	S	8	E
43-007-30193-00-00	UTAH 27-8-29	Gas Well	P	27	14	S	9	E
43-007-30186-00-00	UTAH 27-9-30	Gas Well	P	27	14	S	9	E
43-007-30396-00-00	UTAH 28-189	Gas Well	P	28	14	S	9	E
43-007-30397-00-00	UTAH 28-190	Gas Well	P	28	14	S	9	E
43-007-30293-00-00	UTAH 28-191	Gas Well	P	28	14	S	9	E
43-007-30294-00-00	UTAH 28-192	Gas Well	P	28	14	S	9	E
43-007-30551-00-00	UTAH 28-320	Gas Well	P	28	15	S	9	E
43-007-30560-00-00	UTAH 28-321	Gas Well	P	28	15	S	9	E
43-007-30405-00-00	UTAH 29-193	Gas Well	P	29	14	S	9	E
43-007-30427-00-00	UTAH 29-194	Gas Well	P	29	14	S	9	E
43-007-30739-00-00	UTAH 29-339	Gas Well	P	29	15	S	9	E
43-007-30740-00-00	UTAH 29-340	Gas Well	P	29	15	S	9	E
43-007-30741-00-00	UTAH 29-341	Gas Well	P	29	15	S	9	E
43-007-30742-00-00	UTAH 29-342	Gas Well	P	29	15	S	9	E
43-007-30262-00-00	UTAH 30-125	Gas Well	P	30	14	S	10	E
43-007-30185-00-00	UTAH 30-13-14	Gas Well	P	30	14	S	10	E
43-007-30265-00-00	UTAH 30-195	Gas Well	P	30	14	S	9	E
43-007-30344-00-00	UTAH 30-196	Gas Well	P	30	14	S	9	E

Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30178-00-00	UTAH 36-1-2	Gas Well	P	36	14	S	9	E
43-007-30341-00-00	UTAH 36-135	Gas Well	P	36	15	S	9	E
43-007-30343-00-00	UTAH 36-136	Gas Well	P	36	15	S	9	E
43-007-30342-00-00	UTAH 36-137	Gas Well	P	36	15	S	9	E
43-007-30315-00-00	UTAH 36-162	Gas Well	P	36	14	S	8	E
43-007-30316-00-00	UTAH 36-163	Gas Well	P	36	14	S	8	E
43-007-30317-00-00	UTAH 36-164	Gas Well	P	36	14	S	8	E
43-007-30318-00-00	UTAH 36-165	Gas Well	P	36	14	S	8	E
43-007-30144-00-00	UTAH 36-9-5	Gas Well	P	36	14	S	9	E
43-015-30341-00-00	UTAH 4-280	Gas Well	P	4	16	S	9	E
43-015-30342-00-00	UTAH 4-282	Gas Well	P	4	16	S	9	E
43-007-30384-00-00	UTAH 5-205	Gas Well	P	5	15	S	9	E
43-007-30269-00-00	UTAH 5-94	Gas Well	P	5	15	S	10	E
43-007-30270-00-00	UTAH 5-95	Gas Well	P	5	15	S	10	E
43-007-30271-00-00	UTAH 5-96	Gas Well	P	5	15	S	10	E
43-007-30217-00-00	UTAH 6-38	Gas Well	P	6	15	S	10	E
43-007-30218-00-00	UTAH 6-39	Gas Well	P	6	15	S	10	E
43-007-30219-00-00	UTAH 6-40	Gas Well	P	6	15	S	10	E
43-007-30254-00-00	UTAH 6-41	Gas Well	P	6	15	S	10	E
43-007-30235-00-00	UTAH 7-57	Gas Well	P	7	15	S	10	E
43-007-30236-00-00	UTAH 7-58	Gas Well	P	7	15	S	10	E
43-007-30237-00-00	UTAH 7-59	Gas Well	P	7	15	S	10	E
43-007-30238-00-00	UTAH 7-60	Gas Well	P	7	15	S	10	E
43-007-30275-00-00	UTAH 8-100	Gas Well	P	8	15	S	10	E
43-007-30410-00-00	UTAH 8-230	Gas Well	P	8	15	S	9	E
43-007-30272-00-00	UTAH 8-97	Gas Well	P	8	15	S	10	E
43-007-30285-00-00	UTAH 8-98X	Gas Well	P	8	15	S	10	E
43-007-30274-00-00	UTAH 8-99	Gas Well	P	8	15	S	10	E
43-007-30413-00-00	UTAH 9-228	Gas Well	P	9	15	S	9	E
43-007-30414-00-00	UTAH 9-229	Gas Well	P	9	15	S	9	E
43-007-30279-00-00	WILLIAMS 30-78	Gas Well	P	30	14	S	10	E
43-007-30481-00-00	WOOLSTENHULME 05-266	Gas Well	P	5	15	S	10	E
43-015-30250-00-00	UTAH 16-110	Gas Well	Shut_In	16	16	S	9	E

If you have any questions, please contact Bill Forbes at 703-440-1536.

S/ Wilbert B. Forbes

Wilbert B. Forbes
Land Law Examiner
Branch of Use Authorization
Division of Resources Planning, Use
and Protection

bc: JFO, BLM State Offices, MMS, ES RF, 930 RF, ES-932:
Bforbes:wbf:01/16/03:440-1536/ConocoPhillips Co

IN WITNESS WHEREOF, Phillips has caused this certificate to be executed this 12th day of December, 2002.

PHILLIPS PETROLEUM COMPANY

By: _____
Name: Rick A. Harrington
Title: Senior Vice President, Legal, and General Counsel

RECEIVED
JAN 0 8 2003
DIV. OF OIL, GAS & MINING

United States Department of the Interior

BUREAU OF LAND MANAGEMENT
Eastern States Office
7450 Boston Boulevard
Springfield, Virginia 22153

IN REPLY REFER TO
3106.8(932.34)WF

January 16, 2003

NOTICE

ConocoPhillips Company
P.O. Box 7500
Bartlesville, Oklahoma 74005

: Oil & Gas Leases

Merger/Name Change Recognized

Acceptable evidence was received in this office on January 14, 2003, concerning the change of name of Phillips Petroleum Company to **ConocoPhillips Company** and the merger of **Conoco Incorporated** into **ConocoPhillips Company** on Federal oil and gas leases, with **ConocoPhillips Company being the surviving entity.**

The Secretary of the State of Delaware certified the effective date of this merger effective December 31, 2002.

The oil and gas lease files identified on the enclosed exhibit have been noted to the merger. The exhibit was compiled from a list of leases obtained from your list of leases. Eastern States has not abstracted the lease files to determine if the entities affected by this merger hold an interest in the leases identified nor have we attempted to identify leases where the entities are the operator on the ground maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of this merger and name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

If you identify other leases in which the merging entity maintain an interest, please contact this office and we will appropriately document those files with a copy of this Notice.

By Operation of law the name of the principal on Nationwide Oil and Gas Bond held by Conoco Incorporated (ES0085) has been changed to ConocoPhillips Company.

Division of Oil, Gas and Mining

OPERATOR CHANGE WORKSHEET

ROUTING
1. GLH
2. CDW
3. FILE

004

Change of Operator (Well Sold) — Designation of Agent/Operator

Operator Name Change — **X Merger**

The operator of the well(s) listed below has changed, effective: **12-31-02**

FROM: (Old Operator):		**TO:** (New Operator):
PHILLIPS PETROLEUM COMPANY		CONOCOPHILLIPS COMPANY
Address: 980 PLAZA OFFICE		Address: P O BOX 2197, WL3 4066
BARTLESVILLE, OK 74004		HOUSTON, TX 77252
Phone: 1-(918)-661-4415		Phone: 1-(832)-486-2329
Account No. N1475		Account No. N2335

CA No. **Unit:**

WELL(S)

NAME	SEC TWN RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS
UTAH 31-612	31-16S-09E	43-015-30522	99999	STATE	GW	NEW
UTAH 31-613	31-16S-09E	43-015-30523	99999	STATE	GW	NEW
UTAH 31-614	31-16S-09E	43-015-30524	99999	STATE	GW	NEW
FEDERAL 31-29	29-09S-19E	43-047-33653	13077	FEDERAL	GW	P
FEDERAL 34-29	29-09S-19E	43-047-33750	13174	FEDERAL	GW	P
FEDERAL 12-29-7-1	29-09S-19E	43-047-34471	99999	FEDERAL	GW	APD
FEDERAL 31-31-6-1	31-09S-19E	43-047-34472	99999	FEDERAL	GW	APD
PETES WASH 23-12 #1	12-10S-17E	43-047-34286	13492	FEDERAL	GW	P
FEDERAL 43-24-3 #1	24-10S-17E	43-047-34551	99999	FEDERAL	GW	APD
FEDERAL 24-7 #1	07-10S-18E	43-047-33983	13182	FEDERAL	GW	P
FEDERAL 12-17 #1	17-10S-18E	43-047-33982	99999	FEDERAL	GW	APD
FEDERAL 14-18-2 #1	18-10S-18E	43-047-34539	13491	FEDERAL	GW	P
ANTELOPE KNOLLS 21-23 # 1	23-10S-18E	43-047-34287	99999	FEDERAL	GW	NEW

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/08/2003
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/08/2003
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database on:** 02/03/2003
4. Is the new operator registered in the State of Utah: YES Business Number: 562960-0143
5. If **NO**, the operator was contacted contacted on: _____

6. (R649-9-2)Waste Management Plan has been received on: IN PLACE

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: 01/14/2003

8. **Federal and Indian Units:**
The BLM or BIA has approved the successor of unit operator for wells listed on: 01/14/2003

9. **Federal and Indian Communization Agreements ("CA"):**
The BLM or BIA has approved the operator for all wells listed within a CA on: 01/14/2003

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject,** for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database on:** 02/13/2003
2. Changes have been entered on the **Monthly Operator Change Spread Sheet on:** 02/13/2003
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: 8140-60-24

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 8015-16-69

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: N/A

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 6196922

2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

3. (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

COMMENTS:

FORM 9

005

STATE OF UTAH

DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells. Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

CONFIDENTIAL

1. Type of Well: OIL☐ GAS☒ OTHER:	5. Lease Designation and Serial Number: UTU-76489
2. Name of Operator: ConocoPhillips Company	6. If Indian, Allottee or Tribe Name: N/A
3. Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777	7. Unit Agreement Name: N/A
4. Location of Well Footages: 1055' FNL, 2334' FEL	8. Well Name and Number: Federal 31-31-6 #1
QQ, Sec., T., R., M.: NW/4 NE/4 SEC. 31, T09S, R19E, SLB & M	9. API Well Number: 43-047-34472
	10. Field or Pool, or Wildcat: Pariette Bench
	County: Uintah County
	State: Utah

11. **CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**

NOTICE OF INTENT (Submit in Duplicate)		SUBSEQUENT REPORT (Submit Original Form Only)	
☐ Abandon	☐ New Construction	☐ Abandon *	☐ New Construction
☐ Repair Casing	☐ Pull or Alter Casing	☐ Repair Casing	☐ Pull or Alter Casing
☐ Change of Plans	☐ Recomplete	☐ Change of Plans	☐ Reperforate
☐ Convert to Injection	☐ Reperforate	☐ Convert to Injection	☐ Vent or Flare
☐ Fracture Treat or Acidize	☐ Vent or Flare	☐ Fracture Treat or Acidize	☐ Water Shut-Off
☐ Multiple Completion	☐ Water Shut-Off	☒ Other APD Extension Request	
☐ Other		Date of work completion	
Approximate date work will start			

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that ConocoPhillips Company is requesting a one year extension on the permit expiration date for the Federal 31-31-6 #1 well location.

Approved by the
Utah Division of
Oil, Gas and Mining

Date: 05-27-03

By:

COPY SENT TO OPERATOR
Date: 5-28-03
Initials: CHD

13.

Name & Signature: Jean Semborski Title: Permitting Supervisor Date: 5/20/03

(This space for state use only)

RECEIVED

MAY 23 2003

DIV. OF OIL, GAS & MINING

(4/94) (See Instructions on Reverse Side)

[redacted]

Application for Permit to Drill
Request for Permit Extension
Validation
(this form should accompany the Sundry Notice requesting permit extension)

API: 43-047-34472
Well Name: Federal 31-31-6 #1
Location: Uintah County
Company Permit Issued to: Phillips Petroleum & ConocoPhillips Company
Date Original Permit Issued: 5/14/2002

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes☐ No☑

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes☐ No☑

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes☐ No☑

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes☐ No☑

Has the approved source of water for drilling changed? Yes☐ No☑

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes☐ No☑

Is bonding still in place, which covers this proposed well? Yes☑ No☐

Signature

5/20/2003
Date

Title: Permit Supervisor

Representing: ConocoPhillips Company

RECEIVED
MAY 23 2003
DIV. OF OIL, GAS & MINING

006

From: "Semborski, Jean" <Jean.Semborski@conocophillips.com>
To: "Diana Whitney" <dianawhitney@utah.gov>
Date: 5/28/2004 2:06:38 PM
Subject: RE: Expired APD

Please rescind the APD. Thanks

Jean Semborski
Planning and Compliance Supervisor
P.O. Box 851
6825 South, 5300 West
Price, Utah 84501
Phone: 435/613-9777
Cell phone: 435/820-9807
Fax: 435/613-9782
e-mail: Jean.Semborski@Conocophillips.com

-----Original Message-----
From: Diana Whitney [mailto:dianawhitney@utah.gov]
Sent: Friday, May 28, 2004 9:47 AM
To: Semborski, Jean
Subject: Expired APD

Hi Jean,

The Federal 31-31-6 1 has expired. Do you want to renew it or would you like me to rescind this apd?

Thanks,
Diana

007

State of Utah

Department of
Natural Resources

ROBERT L. MORGAN
Executive Director

Division of
Oil, Gas & Mining

LOWELL P. BRAXTON
Division Director

OLENE S. WALKER
Governor

GAYLE F. McKEACHNIE
Lieutenant Governor

June 2, 2004

Jean Semborski
ConocoPhillips Company
P O Box 851
Price, UT 84501

Re: APD Rescinded – Federal 31-31-6 1 Sec. 31, T. 9S, R. 19E
Uintah County, Utah API No. 43-047-34472

Dear Ms. Semborski:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on May 14, 2002. On May 27, 2003 the Division granted a one-year APD extension. On May 28, 2004 you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective May 28, 2004.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Whitney
Engineering Technician

cc: Well File
Bureau of Land Management, Vernal

008

United States Department of the Interior
BUREAU OF LAND MANAGEMENT
Vernal Field Office
170 South 500 East
Vernal, UT 84078
(435) 781-4400 Fax: (435) 781-4410

TAKE PRIDE IN AMERICA

IN REPLY REFER TO:
3160
UT08300

August 20, 2004

Jean Semborski
ConocoPhillips Company
P. O. Box 851
Price, UT 84501

43-047-34472

Re: Well No. Federal 31-31-6 #1
NWNE, Sec. 31, T9S, R19E
Uintah County, Utah
Lease No. U-76489

Dear Ms. Semborski:

The Application for Permit to Drill (APD) the above referenced well submitted January 25, 2002, is being returned unapproved without prejudice per operator request. If you plan to drill at this location at a future date, a new APD must be submitted.

If you have any questions concerning APD processing, please contact me at (435) 781-4497.

Sincerely,

Leslie Walker

Leslie Walker
Legal Instruments Examiner

cc: UDOGM

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AUG 2 3 2004
DIV. OF OIL, GAS